

CHINA LIFE INSURANCE CO LTD

Form 20-F

April 29, 2010

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As filed with the Securities and Exchange Commission on April 29, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 20-F

o **REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

OR

þ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2009

OR

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

OR

o **SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

Date of event requiring this shell company report _____

Commission file number 001-31914

(Exact name of Registrant as specified in its charter)

China Life Insurance Company Limited

(Translation of Registrant's name into English)

People's Republic of China

(Jurisdiction of incorporation or organization)

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Xicheng District

Beijing 100033, China

(Address of principal executive offices)

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(Name, Telephone, Email and/or Facsimile Number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
American depositary shares H shares, par value RMB1.00 per share	New York Stock Exchange New York Stock Exchange*

* Not for trading, but only in connection with the listing on the New York Stock Exchange of American depositary shares, each representing 15 H shares.

Securities registered or to be registered pursuant to Section 12(g) of the Act:

None.

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act:

None.

(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

As of December 31, 2009, 7,441,175,000 H shares and 20,823,530,000 A shares, par value RMB1.00 per share, were issued and outstanding. H shares are listed on the Hong Kong Stock Exchange. A shares are listed on the Shanghai Stock Exchange. Both H shares and A shares are ordinary shares.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

If this report is an annual report or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one)

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S.GAAP International Financial Reporting Standards as issued by the International Accounting Standards Board Others

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. Item 17 Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

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FORWARD-LOOKING STATEMENTS

This annual report contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements state our intentions, beliefs, expectations or predictions for the future, in particular under Item 4. Information on the Company , Item 5. Operating and Financial Review and Prospects and Item 8. Financial Information Embedded Value .

The forward-looking statements include, without limitation, statements relating to:

future developments in the insurance industry in China;

the industry regulatory environment as well as the industry outlook generally;

the amount and nature of, and potential for, future development of our business;

the outcome of litigation and regulatory proceedings that we currently face or may face in the future;

our business strategy and plan of operations;

the prospective financial information regarding our business;

our dividend policy; and

information regarding our embedded value.

In some cases, we use words such as believe , intend , anticipate , estimate , project , forecast , plan , potential , should and expect and similar expressions to identify forward-looking statements. All statements other than statements of historical facts included in this annual report, including statements regarding our future financial position, strategy, projected costs and plans and objectives of management for future operations, are forward-looking statements. Although we believe that the expectations reflected in those forward-looking statements are reasonable, we can give no assurance that those expectations will prove to have been correct, and you are cautioned not to place undue reliance on such statements. Important factors that could cause actual results to differ materially from our expectations are disclosed under Item 3. Key Information Risk Factors and elsewhere in this annual report, including in conjunction with the forward-looking statements included in this annual report. We undertake no obligation to publicly update or revise any forward-looking statements contained in this annual report, whether as a result of new information, future events or otherwise, except as required by law. All forward-looking statements contained in this annual report are qualified by reference to this cautionary statement.

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CERTAIN TERMS AND CONVENTIONS

References in this annual report to we , us , our , the Company or China Life mean China Life Insurance Company Limited and, as the context may require, its subsidiaries. References to CLIC mean China Life Insurance (Group) Company and, as the context may require, its subsidiaries, other than China Life. References in this annual report to

AMC mean China Life Asset Management Company Limited, the asset management joint venture established by us with CLIC on November 23, 2003. References to CLPCIC mean China Life Property and Casualty Insurance Company Limited, the property and casualty joint venture established by us with CLIC on December 30, 2006. References to China Life Pension mean China Life Pension Company Limited established by us, CLIC and AMC on January 15, 2007.

The statistical and market share information contained in this annual report has been derived from government sources, including the China Insurance Yearbook 2007, the China Insurance Yearbook 2008, the China Insurance Yearbook 2009 and other public sources. The information has not been verified by us independently. Unless otherwise indicated, market share information set forth in this annual report is based on premium information as reported by the CIRC. The reported information includes premium information that is not determined in accordance with HKFRS, U.S. GAAP or IFRS.

References to A shares mean the RMB ordinary shares which have been listed on the Shanghai Stock Exchange since January 9, 2007.

References to China or PRC mean the People's Republic of China, excluding, for purposes of this annual report, Hong Kong, Macau and Taiwan. References to the central government mean the government of the PRC. References to State Council mean the State Council of the PRC. References to the CIRC mean the China Insurance Regulatory Commission. References to MOF or Ministry of Finance mean the Ministry of Finance of the PRC. References to Ministry of Commerce mean the Ministry of Commerce of the PRC. References to CSRC mean the China Securities Regulatory Commission. References to PBOC mean the People's Bank of China. References to SAFE mean the State Administration of Foreign Exchange of the PRC. References to SAIC mean the State Administration for Industry and Commerce of the PRC.

References to HKSE or Hong Kong Stock Exchange mean The Stock Exchange of Hong Kong Limited. References to NYSE or New York Stock Exchange mean the New York Stock Exchange. References to SSE or Shanghai Stock Exchange mean the Shanghai Stock Exchange.

References to IFRS mean the International Financial Reporting Standards as issued by the International Accounting Standards Board, references to U.S. GAAP mean the generally accepted accounting principles in the United States, references to HKFRS mean the Hong Kong Financial Reporting Standards, issued by the Hong Kong Institute of Certified Public Accountants, and references to PRC GAAP mean the PRC Accounting Standards for Business Enterprises (2006) applicable to companies listed in the PRC. Unless otherwise indicated, our financial information presented in this annual report has been prepared in accordance with IFRS.

References to Renminbi or RMB in this annual report mean the currency of the PRC, references to U.S. dollars or US\$ mean the currency of the United States of America, and references to Hong Kong dollars , H.K. dollars or HK\$ mean the currency of the Hong Kong Special Administrative Region of the PRC.

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Unless otherwise indicated, translations of RMB amounts into U.S. dollars in this annual report have been made at the rate of US\$1.00 to RMB 6.8259, the noon buying rate in the City of New York for cable transfers payable in foreign currencies as certified for customs purposes by the Federal Reserve Bank of New York on December 31, 2009. No representation is made that Renminbi amounts could have been, or could be, converted into U.S. dollars at that rate on December 31, 2009 or at all.

Any discrepancies in any table between totals and sums of the amounts listed are due to rounding.

If there is any discrepancy or inconsistency between the Chinese names of the PRC entities in this annual report and their English translations, the Chinese version shall prevail.

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PRESENTATION OF FINANCIAL INFORMATION

We prepare our consolidated financial statements in accordance with International Financial Reporting Standards, or IFRS, as issued by the International Accounting Standards Board, or IASB. These are our first annual consolidated financial statements that were prepared in accordance with IFRS as issued by the IASB. Until and including our financial statements included in our annual reports on Form 20-F for the year ended December 31, 2008, we prepared our consolidated financial statements in accordance with HKFRS, with reconciliations to U.S. GAAP. The impact of the transition to IFRS from consolidated financial statements previously prepared in accordance with HKFRS on our equity as of January 1, 2008 and December 31, 2008 and our net profit for the year ended December 31, 2008, is detailed in Note 2.1 to our consolidated financial statements included elsewhere in this annual report. Following our adoption of IFRS, as issued by the IASB, we are no longer required to reconcile our financial statements prepared in accordance with IFRS to U.S.GAAP.

As required by First Time Adoption of International Financial Reporting Standards, or IFRS 1, financial results of the year ended December 31, 2008 have been adjusted in accordance with IFRS and differ from the results reported previously.

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PART I

ITEM 1. IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS.

Not applicable.

ITEM 2. OFFER STATISTICS AND EXPECTED TIMETABLE.

Not applicable.

ITEM 3. KEY INFORMATION.

A. SELECTED FINANCIAL DATA

Selected Historical Consolidated Financial Data

The following tables set forth our selected consolidated financial information for the periods indicated. We have derived the consolidated financial information from our audited consolidated financial statements included elsewhere in this annual report.

We prepare our consolidated financial statements in accordance with IFRS as issued by the IASB. Until and including our financial statements included in our annual report on Form 20-F for the year ended December 31, 2008, we prepared our consolidated financial statements in accordance with HKFRS, with reconciliations to U.S. GAAP. As required by IFRS 1, financial results of the year ended December 31, 2008 have been adjusted in accordance with IFRS and differ from the results reported previously. See Item 5. Operating and Financial Review and Prospects . We applied the accommodation provided by the SEC in respect of first-time application of IFRS and the following information is limited to our selected consolidated financial information as of and for the years ended December 31, 2008 and 2009 only.

You should read this information in conjunction with the rest of the annual report, including our audited consolidated financial statements and the accompanying notes, Item 5. Operating and Financial Review and Prospects included elsewhere in this annual report and the independent registered public accounting firm's report.

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IFRS	For the year ended December 31,		
	2008 RMB	2009 RMB	2009 US\$
	<i>(in millions except for per share data)</i>		
Consolidated Statement of Comprehensive Income			
Revenues			
Gross written premiums	265,656	275,970	40,430
Less: premiums ceded to reinsurers	(156)	(158)	(23)
Net written premiums	265,500	275,812	40,407
Net change in unearned premium reserves	(323)	(735)	(108)
Net premiums earned	265,177	275,077	40,299
Investment income	44,946	38,890	5,697
Net realized gains/(losses) on financial assets	(5,964)	21,244	3,112
Net fair value gains/(losses) on assets at fair value through income (held-for-trading)	(7,194)	1,449	212
Other income	3,420	2,630	385
Total revenues	300,385	339,290	49,706
Benefits, claims and expenses			
Insurance benefits and claims			
Life insurance death and other benefits	(89,659)	(74,858)	(10,967)
Accident and health claims and claim adjustment expenses	(7,641)	(7,808)	(1,144)
Increase in insurance contracts liabilities	(134,649)	(154,372)	(22,616)
Investment contract benefits	(1,931)	(2,142)	(314)
Policyholder dividends resulting from participation in profits	(1,671)	(14,487)	(2,122)
Underwriting and policy acquisition costs	(24,200)	(22,936)	(3,360)
Administrative expenses	(16,652)	(18,719)	(2,742)
Other operating expenses	(3,409)	(2,390)	(350)
Statutory insurance fund	(558)	(537)	(79)
Total benefits, claims and expenses	(280,370)	(298,249)	(43,694)
Share of results of associates	(56)	704	103
Net profit before income tax expenses	19,959	41,745	6,116
Income tax expenses	(685)	(8,709)	(1,276)
Net profit	19,274	33,036	4,840
Attributable to:			
- Shareholders of the Company	19,137	32,881	4,817

- Minority interests	137	155	23
Basic and diluted earnings per share⁽¹⁾	0.68	1.16	0.17
Other comprehensive income/(loss)			
Available-for-sale financial assets			
Arising from available-for-sale securities	(61,622)	39,470	5,782
Reclassification adjustment for gains included in profit or loss	4,878	(21,040)	(3,082)
Impact from available-for-sale securities on other assets and liabilities	11,702	(3,999)	(586)
Share of other comprehensive income/(loss) of associates	291	(70)	(10)
Others	(3)		
Income tax relating to components of other comprehensive income/(loss)	11,260	(3,607)	(528)
Other comprehensive income/(loss) for the year	(33,494)	10,754	1,575
Total comprehensive income/(loss) for the year	(14,220)	43,790	6,415
Attributable to			
- Shareholders of the Company	(14,316)	43,626	6,391
- Minority interests	96	164	24

(1) Numbers for the years ended December 31, 2008 and December 31, 2009 are based on the weighted average number of 28,264,705,000 shares in issue during such years.

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IFRS	As of December 31,		
	2008 RMB	2009 RMB <i>(in millions)</i>	2009 US\$
Consolidated Statement of Financial Position			
Assets			
Property, plant and equipment	16,720	17,467	2,559
Investments in associates	7,891	8,470	1,241
Financial assets			
Held-to-maturity securities	211,929	235,099	34,442
Loans	17,926	23,081	3,381
Term deposits	228,272	344,983	50,540
Statutory deposits restricted	6,153	6,153	901
Available-for-sale securities	424,939	517,499	75,814
Securities at fair value through income	14,099	9,133	1,338
Accrued investment income	13,149	14,208	2,081
Premiums receivables	6,433	6,818	999
Reinsurance assets	940	832	122
Other assets	4,957	6,317	925
Cash and cash equivalents	34,085	36,197	5,303
Total assets	987,493	1,226,257	179,648
Liabilities and equity			
Liabilities			
Insurance contracts	662,865	818,164	119,862
Financial liabilities			
Investment contracts	65,063	67,326	9,863
Securities sold under agreements to repurchase	11,390	33,553	4,916
Policyholder dividends payable	43,178	54,587	7,997
Annuity and other insurance balances payable	4,980	5,721	838
Premiums received in advance	1,811	1,804	264
Other liabilities	11,057	11,978	1,755
Deferred tax liabilities	10,344	16,361	2,397
Current income tax liabilities	1,668	3,850	564
Statutory insurance fund	266	137	20
Total liabilities	812,622	1,013,481	148,476
Shareholders equity			
Share capital	28,265	28,265	4,141
Reserves	84,447	102,787	15,058

Retained earnings	61,235	80,020	11,723
Total shareholders equity	173,947	211,072	30,922
Minority interests	924	1,704	250
Total equity	174,871	212,776	31,172
Total liabilities and equity	987,493	1,226,257	179,648

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Exchange Rate Information

We prepare our financial statements in Renminbi. This annual report contains translations of Renminbi amounts into U.S. dollars, and U.S. dollars into Renminbi, at RMB 6.8259 to US\$1.00, the noon buying rate on December 31, 2009 in the City of New York for cable transfers as certified for customs purposes by the Federal Reserve Bank of New York. You should not assume that Renminbi amounts could actually be converted into U.S. dollars at these rates or at all.

Until July 20, 2005, the PBOC had set and published daily a base exchange rate with reference primarily to the supply and demand of Renminbi against the U.S. dollar in the market during the prior day. The PBOC also took into account other factors, such as the general conditions existing in the international foreign exchange markets. From 1994 to July 20, 2005, the official exchange rate for the conversion of Renminbi to U.S. dollars was generally stable. On July 21, 2005, the PRC government introduced a managed floating exchange rate system to allow the value of the Renminbi to fluctuate within a regulated band based on market supply and demand and by reference to a basket of currencies. Since then, the PRC government has made, and may in the future make, further adjustments to the exchange rate system. The PBOC announces the closing price of a foreign currency traded against the Renminbi in the inter-bank foreign exchange market after the closing of the market on each working day, and makes it the central parity for the trading against the Renminbi on the following working day.

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Although PRC governmental policies were introduced in 1996 to reduce restrictions on the convertibility of Renminbi into foreign currency for current account items, conversion of Renminbi into foreign exchange for capital items, such as foreign direct investments, loans or securities, requires the approval of the SAFE and other relevant authorities.

The Hong Kong dollar is freely convertible into other currencies, including the U.S. dollar. Since October 17, 1983, the Hong Kong dollar has been linked to the U.S. dollar at the rate of HK\$7.80 to US\$1.00. The central element in the arrangements which give effect to the link is that by agreement between the Hong Kong government and the three Hong Kong banknote issuing banks, The Hong Kong and Shanghai Banking Corporation Limited, Standard Chartered Bank and the Bank of China, certificates of debts, which are issued by the Hong Kong Government Exchange Fund to the banknote issuing banks to be held as cover for their banknote issues, are issued and redeemed only against payment in U.S. dollars, at the fixed exchange rate of HK\$7.80 to US\$1.00. When the banknotes are withdrawn from circulation, the banknote issuing banks surrender the certificates of debts to the Hong Kong Government Exchange Fund and are paid the equivalent U.S. dollars at the fixed rate.

The market exchange rate of the Hong Kong dollar against the U.S. dollar continues to be determined by the forces of supply and demand in the foreign exchange market. However, against the background of the fixed rate which applies to the issue of the Hong Kong currency in the form of banknotes, as described above, the market exchange rate has not deviated materially from the level of HK\$7.80 to US\$1.00 since the link was first established. The Hong Kong government has stated its intention to maintain the link at that rate, and it, acting through the Hong Kong Monetary Authority, has a number of means by which it may act to maintain exchange rate stability. Exchange rates between the Hong Kong dollar and other currencies are influenced by the linked rate between the U.S. dollar and the Hong Kong dollar.

The following tables set forth various information concerning exchange rates between Renminbi and U.S. dollars and between Hong Kong dollars and U.S. dollars for the periods indicated. These rates are provided solely for your convenience and are not necessarily the exchange rates we used in this annual report. The source of these rates is the Federal Reserve Bank of New York until December 31, 2008. Since January 1, 2009, the Federal Reserve Bank of New York discontinued publication of foreign exchange rates. The source of the rates since January 1, 2009 is the H.10 statistical release of the Federal Reserve Board. On April 23, 2010, the exchange rates were US\$ 1.00 to RMB 6.8270 and US\$ 1.00 to HK\$7.7628, respectively. The following table sets forth the high and low rates between Renminbi and U.S. dollars and between Hong Kong dollars and U.S. dollars for each of the periods shown:

	RMB per US\$		HK\$ per US\$	
	High	Low	High	Low
October 2009	6.8292	6.8248	7.7502	7.7495
November 2009	6.8300	6.8255	7.7501	7.7495
December 2009	6.8299	6.8244	7.7572	7.7495
January 2010	6.8295	6.8258	7.7752	7.7539
February 2010	6.8330	6.8258	7.7716	7.7619
March 2010	6.8270	6.8254	7.7648	7.7574
April 2010 (through April 23, 2010)	6.8275	6.8229	7.7672	7.7565

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The following table sets forth the period-end rates and the average rates between Renminbi and U.S. dollars and between Hong Kong dollars and U.S. dollars for each of 2005, 2006, 2007, 2008, 2009 and 2010 (through April 23, 2010) (calculated by averaging the rates on the last day of each month of the periods shown):

	Period-end rate		Average rate	
	RMB per US\$	HK\$ per US\$	RMB per US\$	HK\$ per US\$
2005	8.0702	7.7533	8.1826	7.7755
2006	7.8041	7.7771	7.9579	7.7685
2007	7.2946	7.7984	7.6072	7.8008
2008	6.8225	7.7499	6.9477	7.7814
2009	6.8259	7.7536	6.8295	7.7513
2010 (through April 23, 2010)	6.8270	7.7628	6.8264	7.7640

B. CAPITALIZATION AND INDEBTEDNESS

Not Applicable.

C. REASONS FOR THE OFFER AND USE OF PROCEEDS

Not Applicable.

D. RISK FACTORS

Our business, financial condition and results of operations can be affected materially and adversely by any of the following risk factors.

Risks Relating to Our Business***Our growth is dependent on our ability to attract and retain productive agents.***

A substantial portion of our business is conducted through our individual agents. Because of differences in productivity, a relatively small percentage of our sales agents is responsible for a disproportionately high percentage of our sales of individual products. If we are unable to retain and build on this core group of highly productive agents, our business could be materially and adversely affected. Competition for agents from insurance companies and other business institutions may also force us to increase the compensation of our agents and sales representatives, which would increase operating costs and reduce our profitability. Although we have not had difficulty in attracting and retaining productive agents in the recent past, and do not anticipate any difficulties in the future, we cannot guarantee that this will continue to be the case.

If we are unable to develop other distribution channels for our products, our growth may be materially and adversely affected.

Commercial banks and banking operations of post offices are rapidly emerging as some of the fastest growing distribution channels in China. Newly established domestic and foreign-invested life insurance companies have been particularly focusing on commercial banks and banking operations of post offices as one of their main distribution channels. We do not have exclusive arrangements with any of the commercial banks and banking operations of post offices through which we sell insurance and annuity products, and thus our sales may be materially and adversely affected if one or more commercial banks or banking operations of post offices choose to favor our competitors products over our own. If we are unable to continue to develop our alternative distribution channels, our growth may be materially and adversely affected.

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Agent and employee misconduct is difficult to detect and deter and could harm our reputation or lead to regulatory sanctions or litigation costs.

Agent or employee misconduct could result in violations of law by us, regulatory sanctions, litigation or serious reputational or financial harm. Misconduct could include:

engaging in misrepresentation or fraudulent activities when marketing or selling insurance policies or annuity contracts to customers;

hiding unauthorized or unsuccessful activities, resulting in unknown and unmanaged risks or losses; or

otherwise not complying with laws or our control policies or procedures.

We cannot always deter agent or employee misconduct, and the precautions we take to prevent and detect these activities may not be effective in all cases. We have experienced agent and employee misconduct that has resulted in litigation and administrative actions against us and these agents and employees, and in some cases criminal proceedings and convictions against the agent or employee in question. None of these actions has resulted in material losses, damages, fines or other sanctions against us. We cannot assure you, however, that agent or employee misconduct will not lead to a material adverse effect on our business, results of operations or financial condition.

Our business is dependent on our ability to attract and retain key personnel, including senior management, underwriting personnel, actuaries, information technology specialists, investment managers and other professionals.

The success of our business is dependent to a large extent on our ability to attract and retain key personnel who have in-depth knowledge and understanding of the life insurance market in China, including members of our senior management, qualified underwriting personnel, actuaries, information technology specialists and experienced investment managers. As of the date of this annual report, we do not carry key personnel insurance for any of these personnel. We compete to attract and retain these key personnel with other life insurance companies and financial institutions, some of which may offer better compensation arrangements. Existing insurers are expanding their operations and the number of other financial institutions is growing. As the insurance and investment businesses continue to expand in China, we expect that competition for these personnel will increase in the future. Although we have not had difficulty in attracting and retaining qualified key personnel in the past, we cannot guarantee that this will continue to be the case. If we were unable to continue to attract and retain key personnel, our financial performance could be materially and adversely affected.

We are exposed to changes in interest rates.

Changes in interest rates may affect our profitability.

Our profitability is affected by changes in interest rates. During the year 2008, in light of the global economic downturn, the PBOC reduced the interest rate on one year deposits significantly from 4.14% to 2.25% in an effort to bolster the economy. The interest rate remained unchanged in the year 2009. The Chinese government may take further measures, including reducing interest rates further, which may reduce the income we realize from our investments, affecting our profitability. In addition, as instruments in our investment portfolio mature, we might have to reinvest the funds we receive in investments bearing lower interest rates. However, if interest rates were to increase in the future, surrenders and withdrawals of insurance and annuity policies and contracts may increase as policyholders seek other investments with higher perceived returns. This process may result in cash outflows requiring that we sell investment assets at a time when the prices of those assets are adversely affected by the increase in market interest rates, which may result in realized investment losses.

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For many of our long-term life insurance and annuity products, we are obligated to pay a minimum interest or crediting rate to our policyholders or annuitants, which is established when the product is priced. These products expose us to the risk that changes in interest rates may reduce our spread, or the difference between the rates that we are required to pay under the policies and the rate of return we are able to earn on our investments intended to support our insurance obligations. Our historical results and financial position included in this annual report reflect the continuing performance of policies that were issued by CLIC prior to June 10, 1999. Many of these policies paid guaranteed fixed rates of return that, due to declining interest rates, came to be significantly higher than the rates of return on investment assets. From 1996 through 2002, the PBOC made a series of reductions in the interest rates Chinese commercial banks could pay on their deposits. The interest rate on one-year term deposits, a key benchmark rate, was reduced eight times, from 10.98% in April 1996 to 1.98% in February 2002. As a result, CLIC experienced a significant negative spread on its guaranteed rate policies and CLIC's results of operations continue to be adversely impacted by the effect of those interest rate cuts.

On June 10, 1999, the CIRC reduced to 2.50% the maximum guaranteed rate which life insurance companies could commit to pay on new policies and in response, CLIC adopted new pricing policies which reduced the guaranteed rates on its products to a range of between 1.50% and 2.50%. We also have shifted our mix of products to emphasize products that lessen the impact from interest rate changes, including traditional policies that are not as sensitive to interest rates and participating policies under which our customers receive a portion of our distributable earnings from participating products, as well as products having shorter terms to better match the duration of our investment portfolio. Furthermore, we have made use of the relaxation of investment restrictions applicable to us to diversify our investments. We and CLIC have not incurred negative spread on policies issued since June 10, 1999, as the average investment returns we and CLIC have been able to generate have been higher than their guaranteed rates. However, if the rates of return on our investments fall below the minimum rates we guarantee, our profitability would be materially and adversely affected.

Because of the general lack of long-term fixed income securities in the Chinese capital markets and the restrictions on the types of investments we may make, we are unable to match closely the duration of our assets and liabilities, which increases our exposure to interest rate risk.

Like other insurance companies, we seek to manage interest rate risk through managing, to the extent possible, the average duration of our investment assets and the insurance policy liabilities they support. Matching the duration of our assets to their related liabilities reduces our exposure to changes in interest rates, because the effect of the changes largely will be offset against each other. However, restrictions under the current PRC insurance law and regulations on the asset classes in which we may invest, as well as the limited availability of long-duration investment assets in the markets in which we invest, have resulted in the duration of our assets being shorter than that of our liabilities, particularly with respect to liabilities with durations of more than 20 years. Furthermore, the financial markets currently do not provide an effective means for us to hedge our interest rate risk through financial derivative products. We believe that, with the gradual easing of the investment restrictions imposed on insurance companies in China, our ability to match the duration of our assets to that of our liabilities will improve. We also seek to manage the risk of duration mismatch by focusing on product offerings whose maturity profiles are in line with the duration of investments available to us in the prevailing investment environment. However, until we are able to match more closely the duration of our assets and liabilities, we will continue to be exposed to interest rate changes, which may materially and adversely affect our earnings.

Table of Contents***Our investments are subject to risks.******We are exposed to potential investment losses if there is an economic downturn in China.***

Until November 2006, we were only permitted to invest the premiums and other income we receive in investments in China. We obtained the approval to invest overseas with our foreign currency denominated funds in November 2006. See Item 4. Information on the Company Business Overview Regulatory and Related Matters Insurance Company Regulation Regulation of investments . However, we continued to make our investments mainly in China and as of December 31, 2009, approximately 98.8% of our total investment assets were in China. In particular, as of December 31, 2009, approximately 49.7% of our total investment assets consisted of debt securities including Chinese government bonds, government agency bonds, corporate bonds, subordinated bonds and debt and other bonds and debts as approved by relevant government agencies; and 28.6% of our total investment assets consisted of term deposits with Chinese banks, and of these deposits, 32.5% were placed with the four largest Chinese state-owned commercial banks. A serious downturn in the Chinese economy may lead to investment losses, which would reduce our earnings.

We may incur foreign exchange and other losses for our investments denominated in foreign currencies.

A portion of our investment assets are held in foreign currencies. We are authorized by the CIRC to invest our assets held in foreign currencies in the overseas financial markets as permitted by the CIRC. Thus, our investment results may be subject to foreign exchange risks, as well as the volatility and various other factors of overseas capital markets, including, among others, increase in interest rates. We recorded RMB 28 million (US\$4 million) in foreign exchange losses for the year ended December 31, 2009, resulting from our assets held in foreign currencies, which were affected by the appreciation of the Renminbi. Future movements in the exchange rate of RMB against the U.S. dollar and other foreign currencies may adversely affect our results of operations and financial condition.

Under China's existing foreign exchange control regulations, the conversion of foreign currencies into the Renminbi requires approval of relevant government agencies. We obtained an approval to settle a portion of our assets held in foreign currencies into the Renminbi in 2005, which partially reduced the foreign exchange risks we are exposed to. Except the aforementioned approval obtained in 2005, we have not obtained any approval to settle any portion of our assets held in foreign currencies into the Renminbi, and there is no guarantee that we will be able to obtain any such approval in the future. If we do not obtain such approval, our ability to manage our foreign exchange risks may be limited. There are few financial products available in China to hedge foreign exchange risks, which substantially limits our ability to manage our foreign exchange risks.

Defaults on our debt investments may materially and adversely affect our profitability.

Approximately 49.7% of our investment assets as of December 31, 2009 were comprised of debt securities. The issuers whose debt securities we hold may fail to pay or otherwise default on their obligations due to bankruptcy, a lack of liquidity, a downturn in the economy, operational failures or other reasons. Losses due to these defaults could reduce our profitability.

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Unless we are permitted to invest in a broader range of asset classes, our ability to improve our rate of investment return will be limited.

Our premiums have grown rapidly during the last three years. As a Chinese life insurance company we are subject to significant restrictions under current PRC insurance law and regulations on the asset classes in which we are permitted to invest. Until 2004, Chinese life insurance companies were allowed to invest their funds only in Chinese bank deposits, Chinese government bonds, domestic corporate bonds and securities investment funds. These asset classes historically have yielded a comparatively low return on investment. Since 2004, the investment channels of Chinese life insurance companies have been broadened to permit investment in bank deposits, Chinese government bonds, Chinese government agency bonds, corporate bonds, subordinated bonds and debt, other bonds and debt as approved by relevant government agencies, policy loans, Chinese securities investment funds, RMB-denominated common shares listed on PRC stock exchanges, indirect investments in infrastructure projects, equity interests of non-listed Chinese commercial banks, repurchase and resale agreements, overseas investments and other investment channels as approved by the State Council, all subject to various limitations. See Item 4. Information on the Company Business Overview Regulatory and Related Matters Insurance Company Regulation Regulation of investments . If the asset classes in which we are permitted to invest do not further expand in the future, we will be limited in our ability to improve our rate of return, which may materially and adversely impact our profitability.

The PRC securities markets are still emerging markets, which may expose us to risks of loss from our investments there.

We had RMB 179,405 million (US\$26,283 million) invested in equity securities, among which RMB 165,835 million (US\$24,295 million) were invested in PRC securities markets, including securities investment funds and shares traded on the securities markets in China, as of December 31, 2009. These securities investment funds are primarily invested in equity securities that are issued by Chinese companies and traded on China's securities exchanges. Some of our investments in securities investment funds are publicly traded, but we also invest in non-publicly traded securities investment funds. Beginning in March 2005, we are also permitted to directly invest in shares traded on the securities markets in China. The PRC securities markets are characterized by companies with relatively small market capitalizations and low trading volumes, and by evolving regulatory, accounting and disclosure requirements. This may from time to time result in significant price volatility, unexpected losses or lack of liquidity. These factors could cause us to incur losses on our publicly traded investments. In addition, the PRC securities markets have recently experienced, and may experience in the future, significant price volatility. Also, as one of the largest institutional investors in China, we may from time to time hold significant positions in many securities in which we invest, and any decision to sell or any perception in the market that we are a major seller of a security could adversely affect the liquidity and market price of that security.

Investments in new investment channels may not lead to improvements in our rate of investment return or we may incur losses.

As a Chinese life insurance company, we are subject to significant restrictions under current PRC insurance law and regulations on the asset classes in which we are permitted to invest. We understand that the CIRC is considering opening further investment channels to insurance companies. We will consider these alternative ways of investing once they become available to us. However, these new or potential investment channels are still undergoing evolving regulatory requirements. In addition, our experience with these new investment channels, especially overseas channels, might be limited. These factors could cause us to incur losses for our investments in these new investment channels or limit our ability to improve our rate of investment return.

Table of Contents***Differences in future actual operating results from the assumptions used in pricing and establishing reserves for our insurance and annuity products may materially affect our earnings.***

Our earnings depend significantly upon the extent to which our actual operating results are consistent with the relevant assumptions used in setting the prices for our products and establishing the reserves in our financial statements. Our assumptions include those for discount rate, mortality, morbidity, expenses and lapse rate, as well as certain macro-economic factors. To the extent that trends in actual experiences are less favorable than our underlying assumptions used in establishing these reserves, and these trends are expected to continue in the future, we could be required to increase our reserves. Any such increase could have a material adverse effect on our profitability and, if significant, our financial condition.

We establish the reserves for obligations of future policies based on the expected payout of benefits, calculated through the use of assumptions for discount rate, mortality, morbidity, expenses and lapse rate, as well as certain macro-economic factors. These assumptions are based on our previous experience and data published by other Chinese life insurers, as well as judgments made by the management. These assumptions may deviate from our actual experience, and, as a result, we cannot determine precisely the amounts which we will ultimately pay to settle these reserves or when these payments will need to be made. These amounts may vary from the estimated amounts, particularly when those payments may not occur until well into the future. The discount rate assumption is affected by certain factors, such as further macro-economy, monetary and exchange rate policies, capital market results and availability of investment channels to invest our insurance funds. We review and update the assumptions used to evaluate the reserves periodically, and establish the reserves for insurance policies based on such assumptions. Standards with respect to the calculation and presentation of reserves are still evolving, and any changes in the future may also impact our earnings and presentations of financial statements. We record changes in our reserves in the period the reserves are established or re-estimated. If the reserves originally established for future policy benefits prove inadequate or excessive, we must increase our reserves established for future policy benefits, which may have a material effect on our earnings and our financial condition.

We have data available for a shorter period of time than do insurance companies operating in some other countries and, as a result, less claims experience on which to base some of the assumptions used in establishing our reserves. For a discussion of how we establish our assumptions for mortality, morbidity and lapse rate, see Item 5. Operating and Financial Review and Prospects Critical Accounting Policies . Given the limited nature of this experience, it is possible that our actual claims could vary significantly from the assumptions used.

Our risk management and internal reporting systems, policies and procedures may leave us exposed to unidentified or unanticipated risks, which could materially and adversely affect our businesses or result in losses.

Our policies and procedures to identify, monitor and manage risks may not be fully effective. Many of our methods of managing risk and exposures are based upon our use of observed historical market behavior or statistics based on historical models. As a result, these methods may not predict future exposures, which could be significantly greater than what the historical measures indicate. Other risk management methods depend upon the evaluation of information regarding markets, customers or other matters that is publicly available or otherwise accessible to us, which may not always be accurate, complete, up-to-date or properly evaluated. In addition, a significant portion of business information needs to be centralized from our many branch offices. Management of operational, legal and regulatory risks requires, among other things, policies and procedures to record properly and verify a large number of transactions and events, and these policies and procedures may not be fully effective. Failure or the ineffectiveness of these systems could materially and adversely affect our business or result in losses.

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We are likely to offer a broader and more diverse range of insurance and investment products in the future as the insurance market in China continues to develop. At the same time, we anticipate that the relaxing of regulatory restraints will result in our being able to invest in a significantly broader range of asset classes. The combination of these factors will require us to continue to enhance our risk management capabilities and is likely to increase the importance of our risk management policies and procedures to our results of operations and financial condition. If we fail to adapt our risk management policies and procedures to our changing business, our business, results of operations and financial condition could be materially and adversely affected.

Catastrophes could materially reduce our earnings and cash flow.

We could in the future experience catastrophic losses that may have an adverse impact on the business, results of operations and financial condition of our insurance business. Catastrophes can be caused by various events, including terrorist attacks, earthquakes, hurricanes, floods, fires and epidemics, such as severe acute respiratory syndrome, or SARS. For example, the snow disaster in South China and Wen Chuan earthquake in 2008 increased our current claims payments. In 2008, our claims payments for the snow disaster and for the earthquake were approximately RMB 11.916 million (US\$1.747 million) and RMB 153 million (US\$22 million), respectively.

We establish liabilities for claims arising from a catastrophe only after assessing the exposure and damages arising from the event. We do not currently carry catastrophe reinsurance to reduce our catastrophe exposure. Such an event could have a material adverse effect on us.

Current or future litigation and regulatory procedures could result in financial losses or harm our businesses.

We are involved in litigation involving our insurance operations on an ongoing basis. In addition, the CIRC, as well as other PRC governmental agencies, including tax, commerce and industrial administration and audit bureaus, from time to time make inquiries and conduct examinations or investigations concerning our compliance with PRC laws and regulations. These litigation and administrative proceedings have in the past resulted in payments of insurance benefits, damage awards, settlements or administrative sanctions, including fines, which have not been material to us. We currently have control procedures in place to monitor our litigation and regulatory exposure and take appropriate actions. See Item 8. Financial Information Consolidated Financial Statements and Other Financial Information Legal and Regulatory Proceedings . While we cannot predict the outcome of any pending or future litigation, examination or investigation, we do not believe that any pending legal matter will have a material adverse effect on our business, financial condition or results of operations. However, we cannot assure you that any future litigation or regulatory proceeding will not have an adverse outcome, which could have a material adverse effect on our operating results or cash flows. See Item 8. Financial Information Consolidated Financial Statements and Other Financial Information Legal and Regulatory Proceedings .

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The embedded value information we present in this annual report is based on several assumptions and may vary significantly as those assumptions are changed.

In order to provide investors with an additional tool to understand our economic value and business results, we have disclosed information regarding our embedded value, as discussed in the section entitled **Item 8. Financial Information Embedded Value**. These measures are based on a discounted cash flow valuation determined using commonly applied actuarial methodologies. Standards with respect to the calculation of embedded value are still evolving, however, and there is no universal standard which defines the form, calculation method or presentation format of the embedded value of an insurance company. Assumptions used in embedded value calculations include discount rate, mortality, morbidity, expenses and surrender rate, as well as certain macro-economic factors. These assumptions may deviate significantly from our actual experience. Because of the technical complexity involved in embedded value calculations and the fact that embedded value estimates vary materially as key assumptions are changed, you should read the discussion under the section entitled **Item 8. Financial Information Embedded Value** in their entirety. You should use special care when interpreting embedded value results and should not place undue reliance on them. See also **Forward-Looking Statements**.

Risks Relating to the PRC Life Insurance Industry

We expect competition in the Chinese insurance industry to increase, which may materially and adversely affect the growth of our business.

We face competitive pressures from both domestic and foreign-invested life insurance companies operating in China, as well as from property and casualty insurance companies, which may compete with our accident and short-term health insurance businesses, and other financial institutions that sell other financial investment products in competition with ours. In addition, the establishment of other professional health insurance companies and pension annuities companies may also lead to greater competition in the health insurance business and commercial pension insurance business. If we are not able to adapt to these increasingly competitive pressures in the future, our growth rate may decline, which could materially and adversely affect our earnings.

Competition among domestic life insurance companies is increasing.

Our closest competitors are Ping An Life Insurance Company of China, Ltd., or Ping An, and China Pacific Life Insurance Co. Ltd., or China Pacific Life. Together, Ping An, China Pacific Life and we accounted for more than 65% of the individual and group life insurance premiums in China in 2008, the last year for which official market information is available. According to statistical and market share information derived from China Insurance Yearbook, our market share of the individual life insurance premiums in China increased from 40% in 2007 to 43% in 2008. Each of Ping An and China Pacific Life has operated in the Chinese insurance market for more than ten years, and each has a recognized brand name. Ping An had a greater market share than we did in Beijing, Shanghai, Qingdao and Dalian in 2008. We also face competition from smaller insurance companies, which may develop strong positions in various regions in which we operate, and new entrants to the group life insurance market, including professional pension companies that are being established pursuant to a set of regulations promulgated by the Ministry of Human Resources and Social Security of the PRC, and new entrants to the health insurance industry, including newly approved and established professional health insurance companies, following the adoption by the Chinese government of policies that encourage the development of health insurance and improved health care in China.

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Competition from foreign-invested life insurance companies is increasing, as restrictions on their operations in China are relaxed.

Foreign-invested life insurance companies are insurance companies in which foreign entities hold at least a 25.0% interest. Until December 11, 2004, foreign-invested life insurance companies were permitted to operate only in specified cities and may not offer group life insurance, health insurance and annuities or other pension-like products. As a result of these and other restrictions on foreign-invested life insurance companies operating in China, foreign-invested insurers accounted for less than 3% of the nationwide market share of life insurance products in 2004, although some have already gained significant market shares in the life insurance market in some areas in China. However, these barriers to foreign insurers' entry into the Chinese insurance market were phased out as a result of China's accession to the World Trade Organization, or WTO, in December 2001, which has allowed foreign insurers to sell health, annuity and group life insurance products nationwide since December 2004. In Shanghai, Guangzhou and Shenzhen, where foreign-invested insurers have been allowed to operate since 1992, 1995 and 1999, they had respective life insurance market shares of approximately 18%, 11% and 13% in 2008. We believe that the relaxation of the restrictions on foreign-invested insurers will continue to increase the competitive pressures we are facing. Foreign-invested life insurance companies, through their Chinese and/or foreign shareholders, may have access to greater financial, technological or other resources than we do.

We are likely to face increasing competition from property and casualty insurance companies and other companies offering products that compete with our own.

In addition to competition from life insurance companies, we face competition from other companies that may offer products that compete with our own, including:

Property and casualty companies. Beginning on January 1, 2003, property and casualty insurance companies have been permitted to sell accident and short-term health insurance products, but only with regulatory approval. There were 52 property and casualty insurers as of December 31, 2009. We believe property and casualty insurers have the competitive advantage of being able to bundle, or cross-sell, accident and health products with the other non-life insurance products that they are currently selling to their existing and potential customers. We believe this will lead to greater competition in the accident and health insurance sectors, especially for the group accident and short-term health insurance products we offer. On December 30, 2006, we established a property and casualty joint venture, CLPCIC, with CLIC. While this joint venture mainly focuses on property insurance business, it also develops accident and short-term health insurance business. Its operations may have a negative impact on sales of accident and short-term health insurance products by our wholly-owned businesses in the future.

Mutual fund companies, commercial banks and other financial services providers. We face competition from other financial services providers, primarily licensed mutual fund companies, commercial banks providing personal banking services and operating business of various financial products, trust companies and securities brokerage firms licensed to manage separate accounts. Recent changes in Chinese investment regulations relaxing rules on the formation of mutual funds and sales of securities have led to greater availability and variety of financial investment products. These products may prove to be attractive to the public and thereby adversely affect the sale of some products we offer, including participating life insurance policies and annuities.

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All of our individual agents are required to obtain qualification certificates and all of our institutional insurance agencies and brokers are required to obtain permits and be registered. If a substantial number of our individual agents, institutional insurance agencies and brokers fail to meet these qualification and registration requirements or this failure results in policyholders canceling their policies, our business may be materially and adversely affected.

Individual life insurance agents, representatives of institutional insurance agencies and insurance brokers are required to obtain a qualification certificate from the CIRC in order to conduct insurance agency business. See Item 4. Information on the Company Business Overview Regulatory and Related Matters Regulation of Insurance Agencies, Insurance Brokers and Other Intermediaries . Approximately 0.2% of our individual agents had not obtained such a certificate as of December 31, 2009. Under applicable CIRC regulations, insurance companies that retain individual agents without CIRC qualification certificates and underwriting certificates to engage in insurance sales activities will be warned and fined up to RMB 30,000, and the responsible members of senior management and other responsible personnel of such insurance companies will also be warned and fined up to RMB 10,000. In serious circumstances, the CIRC may order the insurance companies to remove the responsible members of senior management and other responsible personnel from office and reject any application for establishing branch offices by such insurance companies. In addition, the CIRC required that every individual agent must wear credentials showing specified information, including whether or not the agent is licensed, when conducting agency business. If more CIRC agencies were to enforce this regulation in the future, and if a substantial number of our agents do not become qualified, or if a substantial number of our policyholders who bought insurance policies through our unqualified exclusive agents were to cancel the policies because of these regulations, our business may be materially and adversely affected. Moreover, we may be subject to fines and other administrative proceedings for the failure of our insurance agents to obtain the necessary CIRC qualification certificates. Any such fines or administrative proceedings could materially and adversely affect our business, financial condition and results of operations.

Institutional insurance agents and insurance brokers are required under the PRC insurance law to register with the administration of industry and commerce, and obtain business licenses with the permits issued by the CIRC. It also requires non-dedicated institutional insurance agencies to obtain registrations with the administration of industry and commerce with the permits issued by the CIRC. We cannot assure you that all of our institutional agents would obtain such licenses, and the enforcement of this requirement could adversely affect the composition and effectiveness of our distribution system, which could have a material adverse effect on our business.

The further development of regulations in China may impose additional costs and restrictions on our activities.

We operate in a highly regulated industry. The CIRC supervises and administers the insurance industry in China. In exercising its authority, it is given wide discretion to administer the law. China's insurance regulatory regime is undergoing significant changes toward a more transparent regulatory process and a convergent movement toward international standards. Some of these changes may result in additional costs or restrictions on our activities. In addition, because the terms of our products are subject to regulations, changes in regulations may affect our profitability on the policies and contracts we issue. For instance, under guidelines issued by the CIRC, the dividends on our participating products must be no less than 70% of the distributable earnings from participating products in accordance with CIRC requirements. If this level were to be increased in the future, our profitability could be materially and adversely affected.

Our ability to comply with minimum solvency requirements is affected by a number of factors, and our compliance may force us to raise additional capital, which could be dilutive to our existing investors, or to reduce our growth.

We are required by CIRC regulation to maintain our solvency at a level in excess of minimum solvency levels. Our minimum solvency is affected primarily by the policy reserves we are required to maintain which, in turn, are affected by the volume of policies and contracts we sell and by regulations on the determination of statutory reserves. Our solvency ratio is also affected by a number of other factors, including the profit margin of our products, returns on our investments, underwriting and acquisition costs and policyholder and shareholder dividends. Our solvency ratio as of December 31, 2009 was 303.59%. While our solvency ratio is currently above the required ratio of 100%, if we continue to grow rapidly in the future, or if the required solvency level is raised in the future, we may need to raise additional capital to meet our solvency requirement, including through additional issuances of shares, which would be

dilutive to our existing investors. If we are not able to raise additional capital, we may be forced to reduce the growth of our business.

Table of Contents**Risks Relating to the Restructuring**

CLIC has incurred substantial losses on the policies retained by it in the restructuring. If CLIC is unable to meet its obligations to its policyholders, it may seek to increase the level of dividends we pay, sell the China Life shares it owns or take other actions which may have a material adverse effect on the value of the shares our other existing investors own.

In connection with the restructuring, CLIC transferred to us (1) all long-term insurance policies (policies having a term of more than one year from the date of issuance) issued on or after June 10, 1999, having policy terms approved by or filed with the CIRC on or after June 10, 1999 and either (i) recorded as a long-term insurance policy as of June 30, 2003 in a database attached to the restructuring agreement as an annex or (ii) having policy terms for group supplemental medical insurance (fund type), (2) stand-alone short-term policies (policies having a term of one year or less from the date of issuance) issued on or after June 10, 1999, and (3) all riders supplemental to the policies described in clauses (1) and (2) above, together with the reinsurance contracts specified in an annex to the restructuring agreement. See Item 4. Information on the Company History and Development of the Company Our Restructuring . CLIC has incurred substantial losses on these non-transferred policies, primarily because the guaranteed rates it had committed to pay on these policies are higher than the investment return it was able to generate on its investment assets. This negative spread on non-transferred policies created substantial losses for CLIC and a resulting negative net worth. As of September 30, 2003, CLIC's shareholders' equity was a deficit of RMB 251,661 million (US\$31,184 million). The amount of accumulated undistributed profits of CLIC is expected to remain negative in the short term.

In connection with the restructuring, CLIC has established, together with the MOF, a special purpose fund for the purpose of paying claims under the non-transferred policies. The special purpose fund will be funded by investment assets retained by CLIC; renewal premiums paid on the non-transferred policies over time; all of the tax payments made by CLIC, China Life and AMC; profits from the investments of the special purpose fund; shareholder dividends paid in cash to CLIC by China Life; proceeds from the disposition of China Life shares by CLIC over time; and funds injected by the MOF in the event of a deficiency in the special purpose fund, as described below. The fund is co-administered by CLIC and the MOF. The special purpose fund will be available to satisfy CLIC's operating expenses, including the payment of benefits and claims obligations arising from the non-transferred policies, as well as expenses incurred in operating the special purpose fund, including third-party management fees and professional fees, and such other purposes as the management committee of the fund may agree. The special purpose fund will be dissolved when all claims and benefits under the non-transferred policies have been paid, or sooner if the management committee so agrees.

The MOF's approval of the special purpose fund issued to CLIC provides that in the event there is any deficiency in the special purpose fund for so long as the fund is in existence, as described above, to meet any payment obligation arising out of the non-transferred policies, the MOF will provide support through the injection of funds to ensure the payments of benefits and claims to the policyholders of the non-transferred policies. See Item 4. Information on the Company History and Development of the Company Our Restructuring . We have been advised by our PRC legal counsel, King & Wood, that (1) the MOF has the authority to issue this approval regarding the special purpose fund, (2) the approval is valid and effective, and (3) it has no reason to believe that the MOF will revoke the approval. We cannot assure you, however, that a court would decide in a manner consistent with King & Wood's conclusions.

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We cannot predict the amount of funds that will be available to the special purpose fund from CLIC's own operations to satisfy its obligations to its policyholders as they become due. CLIC's cash requirements and available cash resources will be affected by several factors which are subject to uncertainty, including prevailing interest rates and the returns on investment generated by CLIC's assets, as well as the claims, expenses and persistency experience with respect to CLIC's insurance policies. The cash resources available to CLIC will also depend in part on our profitability, which will affect the amount of our tax payments and hence the amount of refund contributed to the fund, the timing and amount of our dividend payments and the market prices of our shares and ADSs, which will affect the proceeds to CLIC from dispositions of our shares. If it is unable to satisfy its obligations to its policyholders from other sources, CLIC may seek, subject to our articles of association and applicable laws, to increase the amount of dividends we pay in order to satisfy its cash flow requirements. Any such increase in our dividend payments would reduce the funds available for reinvestment in our business. In addition, if we are unable to pay dividends in amounts sufficient to satisfy these requirements, CLIC may seek to sell its shareholdings in us or take other actions in order to satisfy these needs. The sale of these holdings or even the market perception of such a sale may materially and adversely affect the price of our shares.

The transfer of policies to us by CLIC and/or the separation of assets between CLIC and us may be subject to challenge.

We have been advised by our PRC legal counsel, King & Wood, that (1) the transferred policies have been legally and validly transferred to China Life and (2) following the restructuring, we will not have any continuing obligations to holders of the non-transferred policies who remain policyholders of CLIC and that there is no legal basis on which holders of the non-transferred policies can make a claim against China Life. We also have been advised by King & Wood that, although there is no specific law applicable to restructurings, these conclusions are supported by, among other things, the approval of the restructuring and various related matters by the State Council, the MOF and the CIRC; the support provided by the MOF with respect to the non-transferred policies as described above; and contract and other law. We cannot assure you that policyholders of CLIC, holders of transferred policies or other parties will not seek to challenge the transfer of the transferred policies or the separation of assets occurring as a consequence of the restructuring, or that a court would decide in a manner consistent with King & Wood's conclusions. If the transfer of policies to us or the separation of assets were challenged successfully, our financial condition and results of operations would likely be materially and adversely affected.

We do not hold exclusive rights to the trademarks in the China Life name (in English and Chinese), the ball logos and other business related slogans and logos, and CLIC, which owns these trademarks, may take actions that would impair the benefits we derive from their use.

We conduct our business under the China Life brand name, the ball logos and other business related slogans and logos. CLIC owns these trademarks and has registered them with the Trademark Office of the SAIC. CLIC has entered into a trademark license agreement with us, under which CLIC has agreed to grant us and our branches a royalty-free license to use these trademarks.

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Although CLIC has undertaken in a non-competition agreement with us not to compete with us in China, without our prior consent in writing, in any life, accident and health insurance and any other businesses in China which may compete with our insurance business, CLIC, its subsidiaries and affiliates are permitted to use the brand name and logo in their own businesses, including life insurance business outside China and any other businesses they may enter into in the future within China, including property and casualty (other than businesses that compete with our accident and health businesses) and asset management businesses. In addition, they are not precluded from taking actions that may impair the value of the brand name, which could harm our business. See Item 7. Major Shareholders and Related Party Transactions Related Party Transactions Continuing Related Party Transactions with CLIC . The China Life brand name and our reputation could be materially harmed if CLIC fails to make payments when due on outstanding policies retained by CLIC in the restructuring or new policies written by CLIC after the restructuring, if CLIC reduces the rates of return payable on policies retained by CLIC or if CLIC is placed into receivership.

As our controlling shareholder, CLIC will be able to exert influence on our affairs and could cause us to make decisions or enter into transactions that may not be in your best interests.

We are controlled by CLIC, whose interests may conflict with those of our other shareholders. As of the date of this annual report, CLIC holds approximately 68.37% of our share capital. As a result of these factors, CLIC, which is wholly-owned by the PRC government, will, so long as it holds the majority of our shares, effectively be able to control the composition of our board of directors and, through the board, exercise a significant influence over our management and policies. In addition, subject to our articles of association and applicable laws, CLIC may, so long as it holds the majority of our shares, effectively be able to determine the timing and amount of our dividend payments and approve increases or decreases of our share capital, the issuance of new securities, amendments of our articles of association, mergers and acquisitions and other major corporate transactions. CLIC may also be able to prevent us effectively from taking actions to enforce or exercise our rights under agreements to which we are a party, including the agreements we entered into with CLIC in connection with the restructuring. See Item 7. Major Shareholders and Related Party Transactions . As a majority shareholder, CLIC may be able to take these actions without your approval. In addition, CLIC's control could have the effect of deterring hostile takeovers or delaying or preventing changes in control or changes in management that might be desirable to other shareholders.

CLIC may direct business opportunities elsewhere.

CLIC has other business interests, including the run-off of the insurance policies retained by it in the restructuring. Notwithstanding a general undertaking pursuant to a non-competition agreement with us not to compete with us in our principal areas of business in China, CLIC is permitted to sell riders to these retained policies and enter into other businesses, including life insurance businesses outside of China and property and casualty (other than businesses that compete with our accident and health businesses) and asset management businesses, both inside and outside of China. We formed a property and casualty joint venture with CLIC, in connection with which we granted a waiver to CLIC allowing it to engage in accident and short-term health businesses indirectly through the property and casualty joint venture with us.

CLIC also may engage in insurance business in other regions outside of China in the future. Although it is required under the non-competition agreement to give us a right of first refusal over any business opportunities it develops in these areas, we may not be in a position to take advantage of these opportunities at that time, which could harm our business. See Item 7. Major Shareholders and Related Party Transactions Related Party Transactions Continuing Related Party Transactions with CLIC .

In addition, while we provide policy administration and other services to CLIC for the policies retained by CLIC in the restructuring, and provide investment management services to CLIC through our asset management subsidiary, these agreements can be terminated with notice or upon expiration. If CLIC were to terminate its policy administration and asset management arrangements with us and our asset management subsidiary respectively, our loss of fees could materially and adversely affect us.

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Risks Relating to the People's Republic of China

China's economic, political and social conditions, as well as government policies, could affect our business.

Substantially all of our assets are located in China and substantially all of our revenues are derived from our operations in China. Accordingly, our results of operations and prospects are subject, to a significant degree, to economic, political and legal developments in China. The economy of China differs from the economies of most developed countries in many respects, including:

the extent of government involvement;

its level of development;

its growth rate; and

its control of foreign exchange.

The economy of China has been transitioning from a planned economy to a more market-oriented economy. Although in recent years the Chinese government has implemented measures emphasizing the utilization of market forces for economic reform, the reduction of state ownership of productive assets and the establishment of sound corporate governance in business enterprises, a substantial portion of productive assets in China is still owned by the Chinese government. In addition, the Chinese government continues to play a significant role in regulating industrial development. It also exercises significant control over China's economic growth through the allocation of resources, controlling payment of foreign currency-denominated obligations, setting monetary policy and providing preferential treatment to particular industries or companies.

In 2008, China saw a decline in growth due to the global economic crisis, which prompted the Chinese government to take certain measures, including reducing the interest rate on one year term deposits, a key benchmark rate, from 4.14% to 2.25%, in an effort to encourage corporate and consumer spending. In 2009, the Chinese government continued its stimulus measures. Some of these measures benefit the overall economy of China but may have a negative effect on our business. For example, our operating results and financial condition could be materially and adversely affected by government monetary policies, changes in interest rate policies, tax regulations, policies and regulations affecting the capital markets and asset management industry. A slowdown in Chinese growth rates could adversely affect us by impacting sales of our products, reducing our investment returns, or otherwise.

The PRC legal system has inherent uncertainties that could limit the legal protections available to you.

We are organized under the laws of China and are governed by our articles of association. The Chinese legal system is based on written statutes. Prior court decisions may be cited for reference but are not binding on subsequent cases and have limited precedential value. Since 1979, the Chinese legislative bodies have promulgated laws and regulations dealing with such economic matters as foreign investment, corporate organization and governance, commerce, taxation and trade. However, because these laws and regulations are relatively new, and because of the limited volume of published decisions and their non-binding nature, the interpretation and enforcement of these laws and regulations involve uncertainties.

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In accordance with the rules applicable to Chinese overseas listed companies, our articles of association provide that, with certain limited exceptions, all disputes or claims based on our articles of association, PRC company law or other relevant laws or administrative rules, and concerning matters between holders of H shares and ADSs and holders of A shares, us, or our directors, supervisors, president, vice presidents or other senior officers, must be submitted for arbitration at either the China International Economic and Trade Arbitration Commission or the Hong Kong International Arbitration Center. If an applicant chooses to have the dispute arbitrated at the Hong Kong International Arbitration Center, either party may request that the venue be changed to Shenzhen, a city in China near Hong Kong. The governing law for any such disputes or claims is Chinese law, unless Chinese law itself provides otherwise. Pursuant to an arrangement of mutual enforcement of arbitration awards between the PRC courts and the Hong Kong courts, Hong Kong arbitration awards are enforceable in China. However, to our knowledge, no action has been brought in China by any holder of shares issued by a Chinese company to enforce an arbitral award. As a result, we are uncertain as to the outcome of any action brought in China to enforce an arbitral award made in favor of holders of H shares and ADSs.

The laws in China differ from the laws in the United States and may afford less protection to our minority shareholders.

Unlike laws in the United States, the applicable laws of China did not specifically allow shareholders to sue the directors, supervisors, officers or other shareholders on behalf of the company to enforce a claim against these parties that the company has failed to enforce itself until January 1, 2006, when the amendments to Chinese company law passed in 2005 became effective. Although the amended Chinese company law provides that shareholders, under certain circumstances, may sue the directors, supervisors and senior management on behalf of the company, no detailed implementation rules or court interpretations have been issued in this regard. Also, class action lawsuits are generally not available in China. In addition, PRC company law imposes limited obligations on a controlling shareholder with respect to protection of minority shareholders, although overseas listed joint stock companies, such as ourselves, are required to adopt certain provisions in their articles of association that are designed to protect minority shareholder rights. These mandatory provisions provide, among other things, that the rights of any class of shares, including H shares, may not be varied without a resolution approved by holders of shares in the affected class holding no less than two-thirds of the shares of the affected class entitled to vote, and provide that in connection with a merger or division involving our company, a dissenting shareholder may require us or the consenting shareholders to purchase the dissenters' shares at a fair price. Disputes arising from these protective provisions would likely have to be resolved by arbitration. See *Holders of H shares and ADSs generally are required to resolve disputes with us, our senior management and holders of our A shares only through arbitration in Hong Kong or China* .

You may experience difficulties in effecting service of legal process, enforcing foreign judgments or bringing original actions in the PRC based on U.S. or other foreign laws against us, our management and some of the experts named in the annual report.

We are a company incorporated under the laws of China, and substantially all of our assets are located in China. In addition, most of our directors, supervisors, executive officers and some of the experts named in this annual report reside within China, and substantially all of the assets of these persons are located within China. As a result, it may not be possible to effect service of process within the United States or elsewhere outside China upon our directors, supervisors or executive officers or some of the experts named in this annual report, including with respect to matters arising under U.S. federal securities laws or applicable state securities laws. Our Chinese counsel,

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King & Wood, has advised us that China does not have treaties providing for the reciprocal recognition and enforcement of judgments of courts with the United States, the United Kingdom, Japan or many other countries. Our Hong Kong legal adviser, Latham & Watkins, has also advised us that Hong Kong has no statutory arrangement for the reciprocal enforcement of judgments with the United States although it may be possible for a civil action to be brought in Hong Kong based on a monetary judgment of the courts of the United States. As a result, recognition and enforcement in China or Hong Kong of judgments of a court in the United States and any of the other jurisdictions mentioned above in relation to any matter may be difficult or impossible. Furthermore, an original action may be brought in the PRC against us, our directors, supervisors, executive officers or the experts named in this annual report only if the actions are not required to be arbitrated by PRC law and our articles of association, and only if the facts alleged in the complaint give rise to a cause of action under PRC law. In connection with any such original action, a PRC court may award civil liability, including monetary damages.

Holders of H shares may be subject to PRC taxation.

Under current PRC tax laws, regulations and rulings, dividends paid by us to individual holders of H shares outside of the PRC are exempt from PRC income tax. When paying dividends for the year of 2008 and each year thereafter to non-resident enterprise holders of H shares outside of the PRC, such dividends are subject to a dividend withholding tax, which is currently levied at a rate of 10%. Such non-resident enterprise holders of H shares may be entitled to tax reductions or exemptions according to relevant tax treaties. In addition, gains realized by individuals upon the sale or other disposition of H shares currently are exempt from PRC income tax. If the exemptions are withdrawn in the future, individual holders of H shares may be required to pay capital gains tax. See Item 10. Additional Information Taxation The People's Republic of China .

Government control of currency conversion and the fluctuation of the Renminbi may materially and adversely affect our operations and financial results.

We receive substantially all of our revenues in Renminbi, which currently is not a freely convertible currency. A portion of these revenues must be converted into other currencies to allow us to make payments on declared dividends, if any, on our H shares.

Under China's existing foreign exchange regulations, we are able to pay dividends in foreign currencies without prior approval from the SAFE by complying with various procedural requirements. The Chinese government, however, may, at its discretion, restrict access in the future to foreign currencies for current account transactions. If this were to occur, we may not be able to pay dividends in foreign currencies to our shareholders, including holders of our ADSs. The value of the Renminbi against the U.S. dollar and other currencies fluctuates and is affected by, among other things, changes in China's political and economic conditions. On July 21, 2005, the PRC government introduced a managed floating exchange rate system to allow the value of the Renminbi to fluctuate within a regulated band based on market supply and demand and by reference to a basket of currencies. Since then, the PRC government has made, and may in the future make, further adjustments to the exchange rate system. The PBOC announces the closing price of a foreign currency traded against the Renminbi in the inter-bank foreign exchange market after the closing of the market on each working day, and makes it the central parity for the trading against the Renminbi on the following working day. From July 21, 2005 to April 23, 2010, the Renminbi has appreciated by approximately 18.8%. We had approximately RMB 28 million (US\$4 million) foreign exchange losses for the year ended December 31, 2009, resulting from our assets held in foreign currencies, which were affected by the appreciation of the Renminbi. Any future devaluation of the Renminbi may materially and adversely affect the value of, and any dividends payable on, our H shares in foreign currency terms. Our financial condition and results of operations also may be affected by changes in the value of certain currencies other than the Renminbi.

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Payment of dividends is subject to restrictions under Chinese law.

Under Chinese law, dividends may be paid only out of distributable profits. Distributable profits generally means our after-tax profits as determined under PRC GAAP, less any recovery of accumulated losses and allocations to statutory funds that we are required to make, subject to further regulatory restrictions. There is no difference in the amount of our after-tax profits in 2009 calculated under PRC GAAP or IFRS. Any distributable profits that are not distributed in a given year are retained and available for distribution in subsequent years. However, ordinarily we will not pay any dividends in a year in which we do not have any distributable profits.

Payment of dividends by us is also regulated by the PRC insurance law. See Item 8. Financial

Information Consolidated Financial Statements and Other Financial Information Policy on Dividend Distributions .

ITEM 4. INFORMATION ON THE COMPANY

A. HISTORY AND DEVELOPMENT OF THE COMPANY

We were formed as a joint stock company pursuant to the PRC company law on June 30, 2003 under the corporate name of in connection with the restructuring.

General Information

Our principal executive offices are located at 16 Financial Street, Xicheng District, Beijing 100033, China. Our telephone number is (86-10) 6363-3333. Our website address is www.e-chinalife.com. The information on our website is not a part of this annual report. We have appointed CT Corporation System at 111 Eighth Avenue, New York, New York 10011 as our agent for service of process in the United States.

Our Restructuring

Upon the approval of the State Council and the CIRC, we were formed on June 30, 2003 as a joint stock company in connection with the restructuring by CLIC, our sole owner. The restructuring was effected through a plan of restructuring, which was approved by the CIRC on August 21, 2003, and a restructuring agreement we entered into with CLIC on September 30, 2003, with retroactive effect to June 30, 2003, which we refer to in this annual report as the effective date. Pursuant to PRC law and the restructuring agreement, we enjoyed the rights and benefits and assumed the obligations and liabilities arising from the restructuring from and after the effective date.

In connection with the restructuring:

CLIC transferred to us (1) all long-term insurance policies (policies having a term of more than one year from the date of issuance) issued on or after June 10, 1999, having policy terms approved by or filed with the CIRC on or after June 10, 1999 and either (i) recorded as a long-term insurance policy as of June 30, 2003 in a database attached to the restructuring agreement as an annex or (ii) having policy terms for group supplemental medical insurance (fund type), (2) stand-alone short-term policies (policies having a term of one year or less from the date of issuance) issued on or after June 10, 1999 and (3) all riders supplemental to the policies described in clauses (1) and (2) above, together with the applicable reinsurance contracts specified in an annex to the restructuring agreement. We refer to these policies in this annual report as the transferred policies . All other insurance policies were retained by CLIC. We refer to these policies as the non-transferred policies . We assumed all obligations and liabilities of CLIC under the transferred policies. CLIC continues to be responsible for its liabilities and obligations under the non-transferred policies following the effective date.

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Cash, specified investment assets and various other assets were also transferred to us.

CLIC agreed not to, directly or indirectly through its subsidiaries and affiliates, participate, operate or engage in life, accident and health insurance businesses and any other business in China which may compete with our insurance business. CLIC also undertook (1) to refer to us any corporate business opportunity that falls within our business scope and which may directly or indirectly compete with our business and (2) to grant us a right of first refusal, on the same terms and conditions, to purchase any new business developed by CLIC. See Item 7. Major Shareholders and Related Party Transactions Related Party Transactions Continuing Related Party Transactions with CLIC .

Substantially all of the management personnel and employees who were employed by CLIC in connection with the transferred assets and business were transferred to us. Some management and personnel remained with CLIC.

CLIC retained the trademarks used in our business, including the China Life name in English and Chinese and the ball logos, and granted us and our branches a royalty-free license to use these trademarks. CLIC and its subsidiaries and affiliates will be entitled to use these trademarks, but CLIC may not license or transfer these trademarks to any other third parties. See Item 7. Major Shareholders and Related Party Transactions Related Party Transactions Continuing Related Party Transactions with CLIC .

CLIC's contracts with its agents and other intermediaries were transferred to us.

We entered into various agreements under which we provide policy administration services to CLIC for the non-transferred policies, manage CLIC's investment assets and lease office space from CLIC for our branch and field offices. See Item 7. Major Shareholders and Related Party Transactions .

In connection with the restructuring, CLIC has established, together with the MOF, a special purpose fund for the purpose of paying claims under the non-transferred policies. The special purpose fund will be funded by investment assets retained by CLIC; renewal premiums paid on the non-transferred policies over time; a portion of the tax payments made by CLIC, China Life and AMC under the tax rebate mechanism described below; profits from the investments of the special purpose fund; shareholder dividends paid in cash to CLIC by China Life; proceeds from the disposition of China Life shares by CLIC over time; and funds injected by the MOF in the event of a deficiency in the special purpose fund, as described below. The special purpose fund is co-administered by CLIC and the MOF. The special purpose fund will be available to satisfy CLIC's operating expenses, including the payment of benefits and claims obligations arising from the non-transferred policies, as well as expenses incurred in operating the special purpose fund, including third-party management fees and professional fees, and such other purposes as the management committee of the fund may agree. A management committee comprised of three representatives from the MOF and three representatives from CLIC oversees the management of the fund, with specified material items subject to the approval of the MOF. The special purpose fund will be dissolved when all claims and benefits under the non-transferred policies have been paid, or sooner if the management committee so agrees.

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The MOF's approval of the special purpose fund issued to CLIC provides that in the event there is any deficiency in the special purpose fund for so long as the fund is in existence as described above to meet any payment obligation arising out of the non-transferred policies, the MOF will provide support through the injection of funds to ensure the payments of benefits and claims to the policyholders of the non-transferred policies. We have been advised by our PRC legal counsel, King & Wood, that (1) the MOF has the authority to issue this approval regarding the special purpose fund, (2) the approval is valid and effective and (3) it has no reason to believe that the MOF will revoke the approval.

In accordance with generally applicable tax laws and regulations, CLIC, AMC and ourselves will file income tax returns and pay our respective income taxes as separate and independent taxpayers. According to a circular issued by the MOF, all of the income tax payments made by CLIC and us during the period of January 1, 2003 to December 31, 2010 will be rebated to CLIC. All of the income tax payments made by AMC may also be rebated to CLIC, if the current shareholding structure of AMC remains unchanged.

We have been advised by our PRC legal counsel, King & Wood, that following the restructuring we would not have any continuing obligations to holders of the non-transferred policies and that there is no legal basis on which holders of the non-transferred policies can make a claim against China Life. King & Wood based its conclusion on, among other things, the following factors: (1) after the restructuring, China Life was established as a separate legal entity and China Life's assets and liabilities should be regarded as distinct and separate from those of CLIC; (2) there is no contractual relationship, direct or indirect, between the holders of the non-transferred policies and China Life; (3) the restructuring (including the transfer of the transferred policies to China Life) has been approved by the CIRC and has been conducted without infringing upon the rights of the holders of non-transferred policies; (4) the arrangements made under the restructuring agreement, in particular the MOF's support as described above, are expected to enable CLIC to satisfy its obligations under the non-transferred policies; and (5) PRC regulatory authorities have no legal power to direct China Life to assume CLIC's obligations under the non-transferred policies or to indemnify the holders of the non-transferred policies.

See Item 3. Key Information Risk Factors Risks Relating to the Restructuring .

Developments After Restructuring

On November 23, 2003, we established an asset management joint venture, AMC, with CLIC, in connection with the restructuring. AMC manages our investment assets and, separately, substantially all of those of CLIC. On December 30, 2006, we established a property and casualty joint venture, CLPCIC, with CLIC. On January 15, 2007, we established a pension insurance joint venture, China Life Pension, with CLIC and AMC.

In December 2003, we successfully completed our initial public offering of H shares, including H shares in the form of American depositary shares, or ADSs, and raised approximately RMB 24,707 million in aggregate net proceeds. Upon completion of our initial public offering, our H shares became listed on the Hong Kong Stock Exchange and ADSs each representing 40 of our H shares became listed on the New York Stock Exchange. The ratio of ADSs to H shares was reduced from 40 H shares to 15 H shares on December 29, 2006.

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In December 2006, we issued 1,500,000,000 new ordinary domestic shares through public offering on the SSE at the offering price of RMB 18.88 per share, raising RMB 28,320 million in aggregate gross proceeds. The A shares have been listed on the SSE since January 9, 2007. Prior to the offering, CLIC held 19,323,530,000 ordinary domestic shares, or CLIC A shares, which have been registered with the China Securities Depository and Clearing Corporation Limited as circulative A shares with restrictive trading following the A share offering. CLIC has undertaken that for a period of 36 months commencing on January 9, 2007 it will not transfer or put on trust the CLIC A shares held by it or allow such CLIC A shares to be repurchased by China Life. On January 11, 2010, 19,323,530,000 CLIC A shares were released from trading restrictions. Of this amount, 150,000,000 shares remain frozen in accordance with relevant Chinese regulations.

We incurred capital expenditures of RMB 2,456 million (US\$ 360 million), RMB 2,127 million and RMB 1,910 million in 2009, 2008 and 2007, respectively. These capital expenditures mainly comprised of the addition of properties and electronic equipment.

B. BUSINESS OVERVIEW

We had nearly 115 million individual and group life insurance policies, annuity contracts and long-term health insurance policies in force as of December 31, 2009. We also offer accident and short-term health insurance policies to individuals and groups. The guaranteed rate of return for life insurance products has been capped at 2.50% by the CIRC since June 1999. As of December 31, 2009, the average guaranteed rate of return of the products we offered was 2.4%. For the financial year ended December 31, 2009, our lapse rate was approximately 2.54%. The policy persistency rate, which measures the ratio of the insurance policies that are still effective after a certain period, was 93.66% for 14 months after issuance and 87.44% for 26 months after issuance.

Individual Life Insurance

We are the leading provider of individual life insurance and annuity products in China. We offer life insurance and annuity products to individuals, primarily through a distribution force comprised of approximately 777,000 exclusive agents operating in approximately 19,000 field offices throughout China, as well as other non-dedicated agencies located at branch offices of banks, banking operations of post offices and other organizations. The financial results of our individual long-term health and long-term accident insurance business are also reflected in our individual life insurance business segment. Gross written premiums generated by our individual life insurance products, including long-term health and long-term accident insurance products, totaled RMB 261,715 million (US\$38,341 million) for the year ended December 31, 2009 and RMB 252,130 million for the year ended December 31, 2008, constituting 94.8% and 94.9% of our total gross written premiums for those periods. The figure for 2009 represented a 3.8% increase from 2008.

The following table sets forth selected financial and other data regarding our individual life insurance business as of the dates or for the periods indicated.

	As of or for the year ended			Annual growth rate (2008-2009)
	2008	December 31,		
	RMB	2009	2009	
		RMB	US\$	
	<i>(in millions, except as otherwise indicated)</i>			
Individual life gross written premiums	252,130	261,715	38,341	3.8%
Individual life liabilities of insurance contracts	654,037	808,591	118,459	23.6%
Individual life liabilities of investment contracts	10,928	14,579	2,136	33.4%

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We offer a wide variety of life insurance and annuity products to individuals, providing a wide range of coverage for the whole length of a policyholder's life. Our individual life insurance and annuity products consist of whole life and term life insurance, endowment insurance and annuities. The financial results of our long-term health and long-term accident insurance business are also reflected in our individual life insurance business segment.

We offer both non-participating and participating products. There were approximately 71.37 million non-participating policies and 44.11 million participating policies as of December 31, 2009, among which approximately 52.63 million non-participating policies and 37.94 million participating policies are offered to individuals. We and CLIC have not incurred negative spread on these and other policies transferred to us in the restructuring, as the average investment returns we have been able to generate have been higher than their guaranteed rates. See Item 3. Key Information Risk Factors Risks Relating to Our Business We are exposed to changes in interest rates. The holder of a participating product is entitled to share a portion of our distributable earnings from participating products, as determined by us based on formulas prescribed by the CIRC. Under guidelines issued by the CIRC, the dividends must be no less than 70% of the distributable earnings from participating products.

The following table sets forth selected financial information regarding our individual life insurance and annuity products, including long-term health and long-term accident products, for the periods indicated.

	For the year ended December 31,		
	2008	2009	2009
	RMB	RMB	US\$
	<i>(in millions)</i>		
Gross written premiums			
Whole life and term life insurance	35,729	38,665	5,664
Endowment	188,099	184,841	27,079
Annuities	28,302	38,209	5,598

Whole Life and Term Life Insurance*Non-participating whole life and term life insurance*

We offer non-participating whole life and term life insurance products.

Non-participating whole life insurance products provide a guaranteed benefit, pre-determined by the contract, upon the death of the insured, in return for the periodic payment of fixed premiums over a pre-determined period. Premium payments may be required for the length of the contract period, to a specified age or for a specified period, and are typically level throughout the period.

The guaranteed rate of return in China for non-participating whole life insurance products has been capped at 2.50% by the CIRC since June 1999. We believe that the insurance market will continue to move away from non-participating whole life insurance products to participating whole life insurance products.

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Non-participating term life insurance products provide a guaranteed benefit upon the death of the insured within a specified time period in return for the periodic payment of fixed premiums. Specified coverage periods generally range from 5 to 20 years or expire at specified ages. Death benefits may be level over the period or increasing. Premiums are typically at a level amount for the coverage period. Term life insurance products are sometimes referred to as pure protection products, in that there are normally little or no savings or investment elements. Unlike endowment products, term life insurance policies expire without value at the end of the coverage period if the insured person is still alive.

Participating whole life insurance

We also offer participating whole life insurance products, which are traditional whole life insurance policies that also provide a participation feature in the form of dividends. The policyholder is entitled to share a portion of the distributable earnings from participating products, as determined by us based on formulas prescribed by the CIRC. Under guidelines issued by the CIRC, the dividends must be no less than 70% of the distributable earnings from participating products. Policyholders may receive dividends in cash or apply them to increase death benefits or cash values available upon surrender.

Endowment

Non-participating endowment products

Non-participating endowment products provide to the insured various guaranteed benefits if the insured survives specified maturity dates or periods stated in the policy, and provide to a beneficiary designated by the insured guaranteed benefits upon the death of the insured within the coverage period, in return for the periodic payment of premiums. Specified coverage periods generally range from 5 to 20 years or end at specified ages. Premiums are typically at a level amount for the coverage period.

Although non-participating endowment products have historically been among the most popular individual life insurance products in China, we believe that, as the prevailing permitted guaranteed rate in China remains capped at the current level of 2.50% as it has been for the past several years, the market has shifted away from these products in favor of participating endowment products.

Participating endowment products

We also offer participating endowment products, which are endowment policies that also provide a participation feature in the form of dividends. Policyholders are entitled to share a portion of the distributable earnings from participating products, as determined by us based on formulas prescribed by the CIRC. Under guidelines issued by the CIRC, the dividends must be no less than 70% of the distributable earnings from participating products. Policyholders may receive dividends in cash or apply them to increase death benefits or cash values available upon surrender. Hong Feng Endowment and Hong Fu Endowment have generated the most income for participating endowment products in 2009. Hong Feng Endowment had RMB 59,229 million (US\$8,677 million) of net premiums in 2009, representing 22.63% of net premiums of our individual life insurance business. Hong Fu Endowment had RMB 54,919 million (US\$8,046 million) of net premiums in 2009, representing 20.98% of total gross written premiums of our individual life insurance business. The net premiums earned from our participating endowment products decreased by RMB 3,726 million, or 2.2%, to RMB 166,915 million (US\$24,453 million) in 2009 from RMB 170,641 million in 2008.

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Annuities

Annuities are used for both asset accumulation and asset distribution needs. Annuitants make deposits or pay premiums into our accounts, and receive guaranteed level payments during the payoff period specified in the contracts. We offer both non-participating and participating annuities. For non-participating annuity products, risks associated with the investments are borne entirely by us. A significant portion of our non-participating annuity products imposes charges upon an early surrender or withdrawal of the contract.

Participating annuity products are annuities that provide a participation feature in the form of dividends. The dividends are determined by us in the same manner as our life insurance policies. Annuitants may receive dividends in cash or apply them to increase annuity benefits or reduce the premiums or deposits required to maintain the contract in force. Like non-participating annuities, a significant portion of our participating annuity products imposes charges upon an early surrender or withdrawal of the contract.

Universal Life Products

Universal life products are life insurance policies with flexible premium and benefit amounts. For each universal life policy, we establish a separate account and determine the interest credit rate, mortality and expense charges specifically for such account. The benefits of universal life products are linked to the account value of each separate account.

We began the sale of universal products in certain provinces on a trial basis since 2005. In 2009, we sold universal products in most provinces of the PRC.

Marketing and Distribution

We have historically sold most of our individual life insurance and annuity products to the mass market and will continue to actively serve this market. However, we believe our core individual customer base will evolve as China's economy develops. We will seek to capitalize on the market opportunities in the growing affluent segment of China's population by focusing our marketing efforts on individuals residing in urban and economically developed coastal areas of China, where disposable income is relatively higher and, we believe, demand for life insurance and annuity products is greater. In addition, we are implementing a new customer segmentation sales approach which targets individuals of various income and education levels with different products. Under this sales approach, individuals in different periods of their lives are marketed with different life insurance and annuity products, with these products in many cases supplemented by our individual accident and health products.

We distribute our individual life and annuity products nationwide through multiple channels. Our primary distribution system is comprised of approximately 777,000 exclusive agents operating in approximately 19,000 field offices throughout China. In addition, we are implementing our customer-oriented market segmentation sales initiatives to all exclusive agents nationwide. While continuing to invest in our exclusive agent force, we have also expanded into other distribution channels, primarily non-dedicated agencies located in approximately 97,000 outlets of commercial banks, banking operations of post offices and savings cooperatives, to diversify our distribution channels and to achieve higher growth. See [Distribution Channels](#) .

Table of Contents**Group Life Insurance**

We are a leading group life insurance company in China, providing group life insurance and annuity products to the employees of many of China's large companies and institutions, including many of the Fortune Global 500 companies operating in China. We offer group life insurance and annuity products to the employees of companies and institutions through approximately 12,700 direct sales representatives operating in more than 2,700 branch offices as well as insurance agencies and insurance brokerage companies. The financial results of our group long-term health and long-term accident insurance business are also reflected in our group life insurance business segment. Gross written premiums generated from our group life insurance and annuity products totaled RMB 190 million (US\$28 million) for the year ended December 31, 2009 and RMB 340 million for the year ended December 31, 2008, constituting 0.07% and 0.13% of our total gross written premiums for each respective year. The figure for 2009 represented a 44.1% decrease from 2008. This decrease was primarily due to the adjustment of our business development strategies to focus more on the development of risk-type insurance products and to reduce the proportion of group annuity products.

The following table sets forth selected financial and other data regarding our group life insurance business as of the dates or for the periods indicated.

	As of or for the year ended			Annual growth rate (2008-2009)
	2008	2009	2009	
	RMB	RMB	US\$	
	<i>(in millions, except as otherwise indicated)</i>			
Group life gross written premiums	340	190	28	(44.1%)
Group life liabilities of insurance contracts	811	632	93	(22.1%)
Group life liabilities of investment contracts	54,135	52,747	7,727	(2.6%)

Products

We offer group annuity products and group whole life and term life insurance products to enterprises and institutions. We bundle these products to serve as part of our group customers' overall employee benefit plans. We also market each group product as an independent product. We believe we are the market leader in the development of group annuity products.

The following table sets forth selected financial information regarding our group life insurance and annuity products, including long-term health and long-term accident products, for the periods indicated.

	For the year ended December 31,		
	2008	2009	2009
	RMB	RMB	US\$
	<i>(in millions)</i>		
Gross written premiums:			
Group annuities	41	18	3
Group whole life and term life insurance	299	172	25

Group Annuities

In our non-participating group annuities, interest on an annuitant's deposits is credited to each participating employee's personal account.

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We also offer participating group annuities. In our participating group annuities, interest on an annuitant's deposits is either credited to the participating employee's personal account or credited to the participating employee's personal account as well as the employer's group account, calculated at a guaranteed interest rate set at the time the product is priced, subject to a cap fixed by the CIRC, which currently is 2.50%. The annuitant is entitled to share a portion of our distributable earnings derived from our participating products, as determined by us based on formulas prescribed by the CIRC, in excess of the rate we guarantee to participating employees.

Group whole life and term life insurance

We offer group non-participating whole life insurance products and group non-participating term life insurance products. Our group whole life and term life insurance products insure against death and serious disabilities due to accidents and illness.

Marketing and distribution

We target our group life insurance and annuity products to large institutional customers in China, including branches of foreign companies, which we believe have a greater awareness of and need for group life insurance and annuity products. We have long-term customer relationships with many of China's largest companies and institutions. We provide large group customers with products having flexible fee and dividend structures, as well as enhanced real-time customer service. While continuing to focus on large institutional clients, we also target small- to medium-sized companies in economically developed regions to supplement our growth and to increase our profits.

We market our group life insurance and annuity products primarily through our direct sales representatives. We also market our group life insurance and annuity products through commercial banks, banking operations of post offices, insurance agency companies and insurance brokerage companies. We believe our sales network has a geographic reach unparalleled by any other life insurance company in China, serving almost every county in China. See

Distribution Channels .

Short-term Insurance

We offer a broad array of short-term insurance products, including short-term accident insurance and short-term health insurance products, in China.

The following table sets forth selected financial and other data regarding our short-term accident insurance and short-term health insurance businesses as of the dates or for the periods indicated. The financial results of our long-term health insurance and long-term accident insurance businesses are reflected in our individual and group life insurance business segments, respectively. See Individual Life Insurance and Group Life Insurance .

	As of or for the year ended			Annual growth rate (2008-2009)
	2008	December 31, 2009	2009	
	RMB	RMB	US\$	
	<i>(in millions, except as otherwise indicated)</i>			
Short-term accident insurance premiums	6,221	7,076	1,037	13.7%
Short-term health insurance premiums	6,965	6,989	1,024	0.3%
Accident and health reserves for claims and claim adjustment expenses (gross)	2,780	2,944	431	5.9%
Accident and health insurance unearned premium reserves (gross)	5,237	5,997	879	14.5%

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Accident insurance

We are the leading accident insurance provider in China. Our short-term accident insurance gross written premiums totaled RMB 7,076 million (US\$1,037 million) for the year ended December 31, 2009 and RMB 6,221 million for the year ended December 31, 2008, constituting 2.56% and 2.34% of our total gross written premiums for those periods.

Products

We offer a broad array of accident insurance products to both individuals and groups.

Individual accident insurance

Individual accident insurance products provide a benefit in the event of death or disability of the insured as a result of an accident, or a reimbursement of medical expenses to the insured in connection with an accident. Typically, a death benefit is paid if the insured dies as a result of the accident within 180 days of the accident, and a disability benefit is paid if the insured is disabled, with the benefit depending on the extent of the disability. If the insured receives medical treatment at a medical institution approved by us as a result of an accident, individual accident insurance products also may provide coverage for medical expenses. We offer a broad array of individual accident insurance products, such as insurance for students and infants against death and disability resulting from accidental injury and comprehensive coverage against accidental injury. We also offer products to individuals requiring special protection, such as accidental death and disability insurance for commercial air travel passengers and automobile passengers and drivers. The terms of individual accident insurance products range from a few hours to one year.

Group accident insurance

We offer a number of group accident insurance products and services to businesses, government agencies and other organizations of various sizes. We also offer group accident products targeted at specific industry groups, such as construction worker related accident insurance to construction companies, and law enforcement personnel accident insurance to various law enforcement agencies.

Marketing and distribution

We market our individual accident insurance products through our direct sales force and our exclusive agent sales force, as well as intermediaries, such as non-dedicated agencies located at outlets of commercial banks, banking operations of post offices, savings cooperatives, travel agencies, hotels and airline sales counters and insurance agency and insurance brokerage companies. We market our group accident insurance products primarily through our direct sales representatives and the same intermediaries we use to sell our individual accident products. See [Distribution Channels](#) .

We use our individual and group product distribution channels to market our accident products either as primary products, as riders or as supplementary products packaged with our life, annuity or health products. Our direct sales representatives market our short-term individual accident products to employees of our institutional customers.

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Health insurance

We offer a broad array of short-term health insurance products and services to both individuals and groups, including disease-specific insurance, medical expense insurance and defined benefit insurance. Our short-term health insurance gross written premiums totaled RMB 6,989 million (US\$1,024 million) for the year ended December 31, 2009 and RMB 6,965 million for the year ended December 31, 2008, constituting 2.53% and 2.62% of our total gross written premiums for those periods. The figure for 2009 represented a 0.3% increase from 2008.

Our health insurance business shares our nationwide life insurance sales force and distribution network of exclusive agents. Our policy review and claim adjustment processes are facilitated through a team of supporting personnel with medical training.

Products

We offer short-term health insurance products to both individuals and groups. We classify our health insurance products as short-term products, having policy terms of less than or up to one year, and long-term products, having policy terms longer than one year. We offer both short-term and long-term defined health benefit plans, medical expense reimbursement plans and disease-specific plans to individuals and groups.

Defined health benefit plans

These plans provide a fixed payment based on the number of days of hospitalization for specific diseases or surgical operation. Policyholders either pay premiums in a single payment or on a periodic basis.

Medical expense reimbursement plans

These plans provide for the reimbursement of a portion of the participant's outpatient or hospitalization treatment fees and expenses. Policyholders either pay premiums in a single payment or on a periodic basis or, for certain group medical expense reimbursement plans, irregularly as determined by the policyholder.

Disease-specific plans

These plans provide a fixed payment benefit for various diseases. Premium payments for disease-specific plans are paid either in a single payment or on a periodic basis.

Marketing and distribution

We offer our health insurance products to both individuals and groups through the same distribution channels we use to market our life insurance products. We market our individual health insurance products through our exclusive agent sales force. We market our group health insurance products primarily through our direct sales representatives. See

Distribution Channels

We use our individual and group product distribution channels to market our health products either as primary products, as riders or as supplementary products packaged with our life, annuity or accident insurance products. We conduct extensive health insurance related training programs for our direct sales representatives and our exclusive agents.

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Product Development

In 2009, in line with our general development strategy, we developed and introduced 40 new products, including 14 long-term insurance products consisting of eight life insurance products and six health insurance products; 26 short-term insurance products consisting of 11 accident insurance products, 13 health insurance products and two life insurance products with a term of one year.

With respect to long-term insurance products, we developed and introduced, among others:

for individual insurance distribution channels, the upgraded and modified Kang Ning Whole Life and Kang Ning Term Life products. Three types of products – Kang Ning Whole Life Major Disease Insurance, Kang Ning Term Life Major Disease Insurance and Kang Ning Supplemental Endowment Insurance – expand the coverage and increase the level of protection. The Fu Lu Participating series, such as Fu Lu Shuang Xi Participating Endowment and Fu Lu Zun Xiang Participating Endowment, enhances the product's wealth management and protective function. A new generation children participating product, Fu Xing Children Participating Endowment, improves the product's protective function. In addition, we also developed our first adjustable participating endowment product, Fu Rui Participating Life Endowment, to satisfy the needs of a particular group of customers;

the Hong Ying Participating Endowment product, to be marketed through commercial banks, which extends the insurance and payment period and satisfies the broad insurance needs of consumers;

our first group whole life major disease insurance product, Kang Zhong Whole Life Major Disease Insurance, to be marketed through group insurance channels; and

the Hong Kang Participating Endowment (Class A) and Hong Kang Supplemental Major Disease Prepayment Insurance (Class A), to be marketed through telephone sales.

With respect to short-term insurance products, we introduced a series of supplemental rural micro-insurance, Supplemental Rural Accident Compensation Group Medical Micro-insurance, Supplemental Rural Transportation Accident Compensation Medical Micro-insurance and Supplemental Rural Accident Compensation Medical Micro-insurance, to meet the insurance needs of the large number of people in rural areas. Based on existing transportation-type products, we developed a series of Tong Tai transportation accident products: Tong Tai Transportation Accident Insurance (Class A), Tong Tai Transportation Accident Insurance (Class B), Tong Tai Supplemental Transportation Accident Compensation Medical Insurance and Tong Tai Supplemental Transportation Accident In-Patient Fixed Payment Medical Insurance.

Distribution Channels

We believe we have the largest distribution force with the most extensive geographic reach compared with any of our competitors. Our distribution network reaches almost every county in China. Throughout China, we have approximately 777,000 exclusive agents operating in approximately 19,000 field offices for our individual products and more than 12,700 direct sales representatives in more than 2,700 branch offices for group products. We have a multi-channel distribution network selling individual and group insurance products through intermediaries, primarily non-dedicated agencies located in approximately 97,000 outlets of commercial banks, banking operations of post offices and savings cooperatives as of the end of December 2009, which was an increase from 2008. This increase was because we further strengthened our cooperation with non-state-owned banks and foreign banks. Commission rates vary by product, based on such factors as the payment terms and period over which the premiums are paid for the product, as well as CIRC regulations. We support our agents and representatives through training programs, sales materials and information technology systems.

Table of Contents***Exclusive agent force***

Our exclusive agent force of approximately 777,000 agents, including those who are not qualified, is the primary distribution channel for our individual life, health and accident insurance products.

The following table sets forth information relating to our exclusive agent force as of the dates indicated.

	As of December 31,		
	2007	2008	2009
Number of exclusive agents (approximately)	638,000	716,000	777,000
Number of field offices	15,500	16,813	19,000

Our exclusive agent force is among our most valuable assets, allowing us to more effectively control our distribution and build and maintain long-term relationships with our individual customers. The number of our exclusive agents increased from 716,000 as of the end of 2008 to 777,000 as of the end of 2009. This increase was due to our improved hiring and training process and increased retention rate of our exclusive agents. We believe that our customers and prospective customers prefer the personal approach of our exclusive agents and, therefore, we believe our exclusive agent force will continue to serve as our core distribution channel.

Beginning in 2006, we also accelerated the development of a special sales force targeting orphan policies (policies which were serviced by former individual agents who have since left the company).

Individual insurance agents, representatives of insurance agencies and insurance brokers are required to obtain qualification certificates issued by the CIRC. See Item 4. Information on the Company Business Overview Regulatory and Related Matters Regulation of Insurance Agencies, Insurance Brokers and Other Intermediaries. Under applicable CIRC regulations, we and members of our management may face sanctions if we retain individual agents without CIRC qualification certificates and underwriting certificates, and policyholders who bought insurance policies through our unqualified agents are allowed to cancel the policies, under some circumstances. As of December 31, 2009, approximately 99.8% of our individual agents had obtained such a certificate.

We supervise and provide training to our exclusive agents through more than 9,000 supervisors and more than 1,800 full-time trainers. We set product management and customer service standards, and have developed risk warning and credit rating systems, which we require all of our field offices and agents to meet, and conduct field tests with a view to ensuring quality. We also have an extensive training program.

We compensate our exclusive agent force through a system of commissions and bonuses to reward performance. Our agents are compensated based on a commission rate that generally decreases over the premium period. For short-term insurance products, our exclusive agents are generally compensated with fixed agent fees. We provide annuities, group commercial supplemental pension insurance, group life and medical insurance for our exclusive agents. We motivate our agents by rewarding them with performance-based bonuses and by organizing sales-related competitions among different field offices and sales units. We also try to increase the loyalty of our exclusive agents through other methods, such as through participation in sales conferences.

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We believe we have the largest exclusive agent sales force in China. We intend to improve the quality and productivity of our individual exclusive agent force and reduce the attrition rate of our agents by taking the following actions:

improving the overall productivity of our exclusive agents by expanding our customer-oriented market segmentation sales approach and standardized sales services to all agents nationwide;

motivating our exclusive agents with an improved performance-based compensation scheme;

building a more professional exclusive agent force by improving our training programs and enhancing our training efforts, such as the Chartered Insurance Agency Manager courses organized by the Life Insurance Marketing and Research Association, and increasing the number of qualified exclusive agents;

improving the quality of our exclusive agent force by expanding our recruitment program and standardizing our recruitment procedures and admission requirements; and

improving the efficiency of our exclusive agents by providing sales support and equipments, including expanding the China Life sales support system nationwide and equipping our more productive exclusive agents with personal electronic devices to further enhance their marketing, time management and customer service capabilities.

Direct sales force

Our direct sales force is our primary distribution system for our group life insurance and annuities, group accident insurance and group health insurance products, as well as our individual accident insurance and individual short-term health insurance products.

Our direct sales force of approximately 12,700 direct sales representatives are full time employees and operate in more than 2,700 branch offices across China.

We believe our direct sales force allows us to more effectively control our distribution and build and maintain long-term relationships with our group customers and, therefore, will continue to serve as our primary distribution system for our group products. We believe maintaining our leading position in the group insurance market depends on a professional and qualified direct sales force, and we have devoted substantial resources to the training and supervision of our direct sales force in recent years. We set product management and customer service standards which we require all of our branch offices and direct sales representatives to meet, and conduct field tests to centralize quality control and management. We also have an extensive training program.

As full time employees, our direct sales representatives are compensated through fixed salaries. We motivate our direct sales representatives by rewarding them with performance-based bonuses and by organizing sales and services-related competitions among different branch offices and sales units.

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Intermediaries

We also offer individual and group products through intermediaries. Our distribution channels are primarily comprised of non-dedicated agencies located in approximately 97,000 outlets of commercial banks, banking operations of post offices and savings cooperatives, as well as insurance agencies and insurance brokerage companies.

Bancassurance

We have bancassurance arrangements with major banks, savings cooperatives and banking operations of post offices in China, and currently generate a significant portion of our total sales through bancassurance. Bancassurance is a steady growing channel, and we will continue to dedicate substantial resources, through our bancassurance department, to develop our bancassurance business, with a focus on key cities. We have established strategic alliances with several banks. We intend to improve the attractiveness of our products by providing new products and all-around services to each major bank and providing training and integrated systems support to our banking partners.

Other non-dedicated agencies

In addition to bancassurance, we also sell short-term insurance products through other non-dedicated agencies. Currently, we have non-dedicated agencies operating at outlets of travel agencies, hotels and airline sales counters. We expect non-dedicated agencies to become an increasingly important distribution channel for individual products.

Other intermediaries

We also market group products through dedicated insurance agencies and insurance brokerage companies. Dedicated insurance agencies and insurance brokerage companies work with companies primarily to select group insurance providers and group products and services in return for commission fees.

Currently, the market of dedicated insurance agencies and insurance brokerage companies in China remains generally underdeveloped. We expect that the dedicated insurance agencies and insurance brokerage companies will not generally become effective distribution channels in the near future.

Competition

Our nearest competitors are Ping An and China Pacific Life.

In the individual life insurance market, Ping An, China Pacific Life and we collectively represented 65% of total individual life insurance premiums in 2008. We primarily compete based on the nationwide reach of our sales network and the level of services we provide, as well as our strong brand name.

In the group life insurance market, Ping An, China Pacific Life and we collectively represented 63% of total group life insurance premiums in 2008. We primarily compete based on the nationwide reach of our sales network and the level of services we provide, as well as our relationships and reputation among large companies and institutions in China.

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In the accident insurance market, Ping An, China Pacific Life and we collectively represented 80% of total accident premiums in 2008. We primarily compete based on the nationwide reach of our sales network and the level of services we provide and our strong brand name, as well as our cooperative arrangements with other companies and institutions.

In the health insurance market, Ping An, China Pacific Life and we collectively represented 53% of total health premiums in 2008. We primarily compete based on the nationwide reach of our sales network, the level of services we provide, our multi-layered managed care scheme and systems of policy review and claim management, as well as our strong brand name.

The following table sets forth market share information for the year ended December 31, 2008, the most recent year for which official market information for separate business segments is available, in all segments of the life insurance market in which we do business.

	Individual life premiums market share	Group life premiums market share	Accident premiums market share	Health premiums market share	Total premiums market share
China Life	43%	44%	48%	19%	39%
Ping An Insurance Company of China, Ltd.	13%	9%	15%	28%	13%
China Pacific Life Insurance Co. Ltd.	9%	10%	17%	6%	9%
New China Life Insurance Co. Ltd.	8%	3%	3%	5%	7%
Tai Kang Life Insurance Co. Ltd.	8%	13%	3%	3%	8%
Others ⁽¹⁾	19%	21%	14%	39%	24%
Total	100%	100%	100%	100%	100%

- (1) Others include
Taiping Life
Insurance Co. Ltd.,
Minsheng Life
Insurance Co., Ltd.,
Sino Life Insurance
Co., Ltd., PICC Life
Insurance Co., Ltd.,
PICC Health
Insurance Co., Ltd.,
Hua Tai Life
Insurance Co., Ltd.,
Union Life
Insurance Co., Ltd.,
Greatwall Life
Insurance Co., Ltd.,

Manulife-Sinochem
Life Insurance Co.
Ltd., Pacific-Antai
Life Insurance Co.
Ltd.,
AXA-Minmetals
Assurance Co., Ltd.,
China CMG Life
Insurance Co., Ltd.,
Citic-Prudential Life
Insurance Co., Ltd.,
John
Hancock-Tianan
Life Insurance Co.
Ltd., Generali China
Life Insurance Co.
Ltd., Sun Life
Everbright Life
Insurance Co. Ltd.,
ING Capital Life
Insurance Co., Ltd.,
Haier New York
Life Insurance Co.,
Ltd., Aviva-COFCO
Life Insurance Co.,
Ltd.,
AEGON-CNOOC
Life Insurance Co.,
Ltd., CIGNA and
CMC Life Insurance
Co., Ltd.,
Nissay-SVA Life,
Insurance Co., Ltd.,
Heng An Standard
Life Insurance Co.,
Ltd., Skandia-BSM
Life Insurance Co.,
Ltd., Sino-US
Metlife Insurance
Co., Ltd. and
Shanghai,
Guangdong,
Shenzhen, Beijing,
Jiangsu, Dongguan
and Jiangmen
branches of
American
International
Assurance Co., Ltd.,
Cathay Life
Insurance Co., Ltd.,

Met Life Insurance
 Co., Ltd., Allianz
 China Life
 Insurance Co., Ltd.,
 Samsung Air China
 life Insurance Co.,
 Ltd., Jiahe Life
 Insurance Co., Ltd.,
 Reward Health
 Insurance Co., Ltd.,
 Dragon Life
 Insurance Co., Ltd.,
 Zhongxin Grand
 Oriental Person s
 Life Insurance Co.,
 Ltd., Kunlun Health
 Insurance Co., Ltd.,
 Huaxia Life
 Insurance Co., Ltd.,
 Sinatag Life
 Insurance Co., Ltd.,
 Yingda Taihe Life
 Insurance Co., Ltd.,
 Happy Life
 Insurance Co., Ltd.,
 Sino-French Life
 Insurance Co., Ltd.,
 Sunshine Life
 Insurance
 Corporation
 Limited, Pingan
 Pension Co., Ltd.,
 Pingan Health
 Insurance Co., Ltd.
 and Guohua Life
 Insurance Co., Ltd..

*Source: China Insurance
 Yearbook 2009*

We face competition not only from domestic life insurance companies, but also from non-life insurance companies and foreign-invested life insurers. There were 59 licensed life insurance companies in China as of December 31, 2007, 64 as of December 31, 2008 and 59 as of December 31, 2009. Property and casualty insurers were allowed to sell accident and short-term health insurance products with regulatory approval starting from January 2003, which we believe will lead to greater competition in the accident and health insurance sectors, especially in the group accident and group health insurance products. In addition, we believe that elimination of geographic limitations on foreign-invested insurance companies will further increase competition in China's life insurance market. See Item 3. Key Information Risk Factors Risks Relating to the PRC Life Insurance Industry We expect competition in the Chinese insurance industry to increase, which may materially and adversely affect the growth of our business .

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We face competition from other financial services providers, primarily licensed mutual fund companies, commercial banks providing personal banking services and operating business of various financial products, trust companies and brokerage houses licensed to manage separate accounts. These financial services providers may be permitted to manage employer-sponsored defined contribution pension plans, which we believe will compete directly with our group annuity products. We also face competition in the sale of our individual participating policies and annuities from financial institutions which offer investment products to the public.

Business Management

Customer Support Management

We seek to provide quality services to our customers and potential customers and to be responsive to their needs, both before and after a sale, through an extensive customer support network. Our customer service network is managed by specialized customer service departments, which are responsible for setting uniform standards and procedures for providing policy-related services to customers, handling inquiries and complaints from customers and training customer services personnel.

We deliver customer services primarily through customer service units operating in our branch offices and in field offices throughout China and a sophisticated telephone call center network. We take advantage of alternative customer services channels, such as cell phone messages and the Internet, complementing the customer services provided by our customer service units and the call center network. We also established a specialized customer service department in 2006 to further refine our customer services. The customer service department's role is to provide service to our customers and supervise the quality of service provided by our customer service units.

Customer service units

We provide customer support through approximately 3,000 customer service units nationwide. We provide approximately 50 different types of policy-related services to our customers, which include collecting regular premiums, renewing policies, purchasing supplemental policies, reinstating lapsed policies, processing surrenders, increasing insured amounts, processing policy loans, paying benefits and updating information regarding holders and beneficiaries of policies. We require our customer service units to provide these policy-related services in accordance with procedures and standards that we implement on a nationwide basis, helping to ensure the quality of the services we provide. We implemented uniform service standards for customer service units nationwide in 2005.

Telephone call service center

Our telephone call service centers allow customers to make product and service inquiries, file complaints, report claims and losses, make appointments and update the contact information regarding holders of policies. They also provide call-back and greeting message services to customers. We intend to broaden over time the services we offer through these call service centers. With our dedicated, nationwide inquiry line, 95519, our customers can reach us on a 24 hours/7 days basis.

We believe our call centers have become popular with our customers because of the quality of services we provide. From 2004 to 2009, for six consecutive years, we received the Best Call Centers in China Award from the Professional Committee for the Promotion and Alliance of Customer Relationship Management of Information under the Ministry of Information Industry. We have also obtained the authentication of Chinese national call center operating performance standards. During the 29th Olympic Games in 2008, our 95519 call center, which provided volunteer services for the Minnan dialect calls for the Olympic audience, was awarded the Excellent Organization of Olympic Volunteers Award. We will continue to ensure that we have a sufficient number of lines and staff to service the increasing use of our call centers.

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We have established system-wide standards for our call centers, which we monitor periodically through test calls to the call centers and operation reports on the call centers.

Cell phone message services

We utilize wireless telephone services to make instant contact with our agents and customers. We may send short messages to our customers all over China, conveying such information as birthday and holiday greetings, premium payment notices and premium payment confirmations.

Internet-based services

Our customers can also utilize our Internet-based services for inquiries, complaints and service requests through our website (www.e-chinalife.com).

Supplementary services

To allow our customers to enjoy superior service and enhance their service experience, we provide several types of supplementary services while continue to provide quality basic insurance services.

In 2007, we launched for the first time the China Life 1+N service brand, which covers all areas of services we provide to our customers, including over 50 types of basic policy-related services and several types of supplementary services (including Health Good Helper, China Life Insurance Information Hub, China Life Lecture Hall, China Life Preferential Value and Featured Customer Service Activities). We have also successfully held the China Life Customer Festival for three consecutive years.

Beginning in 2009, we were the first in the industry to issue the customer service card, China Life Crane Card, to all of our customers nationwide. Cardholders will not only enjoy more convenient and expedited insurance services, they will also enjoy many value-added services.

Underwriting and Pricing

Our individual and group insurance underwriting involves the evaluation of applications for life, accident and health insurance products by a professional staff of underwriters and actuaries, who determine the type and the amount of risk that we are willing to accept. We have established qualification requirements and review procedures for our underwriting professionals. We employ detailed underwriting policies, guidelines and procedures designed to assist our underwriters to assess and quantify risks before issuing a policy to qualified applicants.

We generally evaluate the risk characteristics of each prospective insured. Requests for coverage are reviewed on their merits, and a policy is not issued unless the particular risk or group has been examined and approved for underwriting.

We have different authorization limits and procedures depending on the amount of the claim. We also have authorization limits for personnel depending on their level of qualifications.

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In order to maintain high standards of underwriting quality and consistency, we engage in periodic internal underwriting audits.

Individual and group product pricing reflects our insurance underwriting standards. Product pricing on insurance products is based on the expected payout of benefits, calculated through the use of assumptions for mortality, morbidity, persistency, expenses and investment returns, as well as certain macroeconomic factors such as inflation. Those assumptions include a margin for expected profitability and are based on our own experience and published data from other Chinese life insurance companies. For more information on regulation of insurance products, see

Regulatory and Related Matters Insurance Company Regulation .

We primarily offer products denominated in RMB.

Claims Management

We manage the claims from policyholders through our claims verification staff at our headquarters and branch offices. Typically, upon receiving a claim, a staff person will verify if all materials supporting the claim have been submitted; if so, the claim and its materials will be forwarded to the liability department to confirm liability and to determine whether a claim investigation is needed. Upon confirming the validity of the claim and insurance liability, the amount payable to the policyholder will be calculated, and the claim will be paid upon completion of the re-verification and approval procedure.

We manage claims management risk through organizational controls and computer systems controls. Our organizational controls include specific limits on authorization for branches at different levels; periodic case inspection and special inspections in particular situations by claims management bodies at all levels of our organization; expense mechanisms linking payout ratios of short-term insurance policies; and expense ratios of branches. Except for some health insurance claims below a certain amount, verification of claims by two staff members is also required. We also periodically provide training to our claims verification personnel and conduct appraisals of their performance. Our claims management is strictly processed with computers to streamline claims verification and handling.

Reinsurance

We have entered into various reinsurance agreements with China Life Reinsurance Company Limited, or China Life Re, formerly known as China Reinsurance Company, for the reinsurance of individual risks and group risks. In general, individual risks are primarily reinsured either on a surplus basis, whereby we are reinsured for risks above a specified amount, or on a percentage basis. Under our reinsurance policy, the specified amount above which the risks are reinsured varies among different types of insurance products. Our group risks are generally reinsured either on a surplus basis or on a percentage basis. In general, our reinsurance agreements with China Life Re do not have a definite term, but may be terminated with respect to new business thereunder by either party on a date agreed by both parties with three to six months notice.

We have also entered into reinsurance agreements separately with the Beijing branch of Munich Reinsurance Company, the Beijing branch of Swiss Reinsurance Company Limited and the Shanghai branch of German Cologne Reinsurance Company Limited.

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These reinsurance agreements spread the risk and reduce the effect on us of potential losses. Under the terms of the reinsurance agreements, the reinsurer agrees to assume liabilities for the insured, or ceded, amount in the event the claim is paid. However, we remain liable to our policyholders if the reinsurer fails to meet the obligations assumed by it.

We also accept external auditing of the reinsurance business by our reinsurers.

Reserves of Insurance Contracts

For all of our insurance contracts, we establish, and carry as liabilities, actuarially determined amounts that are calculated to meet our obligations to policyholders under our insurance contracts.

Financial statement reserves

Our reserves for financial reporting purposes are calculated based on the best estimated amounts required to be paid by the insurers to fulfill the relevant obligations under insurance contracts. We have considered margin and time value on the reserve calculation for insurance contracts. We expect these reserve amounts, along with future premiums to be received on insurance contracts and investment earnings on these amounts, to be sufficient to meet our obligations to policyholders under our insurance contracts.

We establish the liabilities to meet our obligations under our insurance contracts based on our best estimates of future payouts, premiums and relevant expenses. We have considered margin in the establishment of such liabilities. Our assumptions for calculating reserve amounts include assumptions for mortality, morbidity, lapse rate, expenses and discount rate. These assumptions may deviate from our actual experiences and, as a result, we cannot determine precisely the amounts which we will ultimately pay to settle these liabilities or when these payments will need to be made. These amounts may vary from the estimated amounts, particularly when those payments may not occur until well into the future. The discount rate assumption is affected by certain factors, such as further macro-economy, monetary and exchange rate policies, capital market results and availability of investment channels to invest our insurance funds. We review these assumptions periodically, based on analysis of historical experiences and expectations of future developments. We evaluate our liabilities based on reviewed assumptions. To the extent that actual experiences deviate significantly from our assumptions used to establish these liabilities, and these deviations are expected to continue in the foreseeable future, we may be required to increase or decrease our liabilities. This increase or decrease could have a material effect on our profitability and, if significant, our financial condition.

Statutory reserves

We are required under China's insurance law to report insurance reserves for regulatory purposes in the solvency reports. The minimum levels of these reserves are based on methodologies and assumptions mandated by the CIRC. We also maintain assets in excess of policy reserves to meet the solvency requirements under CIRC regulations. See Item 3. Key Information Risk Factors Risks Relating to Our Business Differences in future actual operating results from the assumptions used in pricing and establishing reserves for our insurance and annuity products may materially and adversely affect our earnings .

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As of December 31, 2009, we had RMB 1,172,145 million (US\$171,720 million) of investment assets. As provided by China's insurance laws and regulations, we may invest insurance premiums in bank deposits, Chinese government bonds, Chinese government agency bonds, corporate bonds, subordinated bonds and debt, other bonds and debt as approved by relevant government agencies, policy loans, Chinese securities investment funds, RMB-denominated common shares listed on PRC stock exchanges, indirect investments in infrastructure projects, equity interests of non-listed Chinese commercial banks, repurchase and resale agreements, overseas investments and other investment channels as approved by the State Council.

We direct and monitor our investment activities through the application of investment guidelines. Our investment guidelines include: (1) performance goals for the investment fund; (2) specified asset allocations and investment scope based on regulatory provisions, level of indebtedness and market forecasts; (3) specified goals for investment duration and asset-liability matching requirements based on asset-liability matching strategies; (4) specified authorization levels required for approval of significant investment projects; and (5) specified risk management policies and prohibitions. The investment guidelines are reviewed and approved by the investment decision committee annually. Investment proposals typically originate from our investment management department, which is in charge of all of our investment assets. Investment proposals are reviewed by our risk management department for risk assessment and submitted to the investment decision committee for final approval.

AMC, the asset management joint venture established by us and CLIC, manages substantially all of our Renminbi investments following the restructuring and, separately, substantially all of the investments retained by CLIC. See Asset Management Business .

The following table summarizes information concerning our investment assets as of December 31, 2007, 2008 and 2009.

	2007		As of December 31, 2008		2009	
	Carrying value	% of total	Carrying value	% of total	Carrying value	% of total
	<i>(RMB in millions, except as otherwise indicated)</i>					
Cash and cash equivalents	25,317	3.0%	34,085	3.6%	36,197	3.1%
Term deposits (excluding structured deposits)	164,248	19.3%	225,367	24.0%	344,710	29.4%
Structured deposits	4,346	0.5%	2,905	0.3%	273	0.0%
Statutory deposits restricted	5,773	0.7%	6,153	0.7%	6,153	0.5%
Debt securities, held-to-maturity	195,703	23.0%	211,929	22.6%	235,099	20.1%
Debt Securities, available-for-sale	241,382	28.4%	356,220	38.0%	340,825	29.1%
Debt securities, financial assets at fair value through income (held-for-trading)	6,096	0.7%	7,736	0.8%	6,391	0.5%
Debt securities	443,181	52.1%	575,885	61.4%	582,315	49.7%
Loans	7,144	0.8%	17,926	1.9%	23,081	2.0%
Equity securities, available for sale	176,133	20.7%	68,719	7.3%	176,674	15.1%
	19,014	2.2%	6,363	0.7%	2,742	0.2%

Equity securities, financial assets at fair value through income (held-for-trading)						
Equity securities	195,147	23.0%	75,082	8.0%	179,416	15.3%
Resale agreements	5,053	0.6%				
Total investment assets	850,209	100%	937,403	100%	1,172,145	100%
Average cash and investment assets balance	768,507		893,806		1,054,774	

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Risk management

Our primary investment objective is to pursue optimal investment yields while considering macroeconomic factors, risk control and regulatory requirements. We are exposed to five primary sources of investment risk:

interest rate risk, relating to the market price and cash flow variability associated with changes in interest rates;

credit risk, relating to the uncertainty associated with the continued ability of a given obligor to make timely payments of principal and interest;

market valuation risk, relating to the changes in market value for our investments, particularly our securities investment fund holdings and shares listed on the Chinese securities exchanges, which are denominated and traded in Renminbi;

liquidity risk, relating to the lack of liquidity in many of the debt securities markets we invest in, due to contractual restrictions on transfer or the size of our investments in relation to the overall market; and

currency exchange risk, relating to the impact of changes in the value of the Renminbi against the U.S. dollar and other currencies on the value of our investments.

Our investment assets are principally comprised of fixed income securities and term deposits, and therefore changes in interest rates have a significant impact on the rate of our investment return. We manage interest rate risk through adjustments to our portfolio mix and terms, and by managing, to the extent possible, the average duration and maturity of our assets and liabilities. However, because of the general lack of long-term fixed income securities in the Chinese financial markets and the restrictions on the types of investments we may make, the duration of some of our assets is lower than our liabilities. We believe that with the development of China's financial markets and the gradual easing of our investment restrictions, our ability to match our assets to our liabilities will improve. Chinese financial markets currently do not provide effective means for us to hedge our interest rate risk.

We believe we have a relatively low credit risk, because we are limited in the types of investments we may make. We monitor our credit risk through in-house fundamental analysis of the Chinese economy and the underlying obligors and transaction structures.

We are subject to market valuation risk, particularly because of the relative lack of stability of China's bond and stock markets. We manage valuation risk through industry and issuer diversification and asset allocation.

Since substantially all of our investments are made in China, we are exposed to the effect of changes in the Chinese economy and other factors which affect the Chinese banking industry and securities markets.

We are also subject to market liquidity risk for many of the debt securities investments we make, due to the size of our investments in relation to the overall market. We manage liquidity risk through selection of liquid assets and through asset diversification. In addition, we view fundraising through repurchase agreements as a way of managing our short-term liquidity risk.

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Our ability to manage our investment risks is limited by the investment restrictions placed on us and the lack of sophisticated investment vehicles in China's capital markets. We understand that the CIRC is considering opening other investment channels to insurance companies. We will consider these alternative ways of investing once they become available to us.

Our assets held in foreign currencies are subject to foreign exchange risks resulting from the fluctuations of the value of the Renminbi against the U.S. dollar and other foreign currencies. We are seeking methods to reduce our foreign exchange risks.

Under China's existing foreign exchange control regulations, the conversion of foreign currencies into the Renminbi requires approval of relevant government agencies. We obtained an approval to settle a portion of our assets held in foreign currencies into the Renminbi in 2005, which partially reduced the foreign exchange risks we are exposed to. Except the aforementioned approval obtained in 2005, we have not obtained any approval to settle any portion of our assets held in foreign currencies into the Renminbi and there is no guarantee that we will be able to obtain any such approval in the future. If we do not obtain such approval, our ability to manage our foreign exchange risks may be limited. There are few financial products available in China to hedge foreign exchange risks, which substantially limits our ability to manage our foreign exchange risks.

As we are approved by the CIRC to invest our assets held in foreign currencies in overseas financial markets, the return from overseas investments could, to certain extent, reduce the foreign exchange risks we are exposed to. For further information on our management of interest rate risk and market valuation risk, see Item 11. Quantitative and Qualitative Disclosures about Market Risk.

Investment results

Our investment yields for the years ended December 31, 2009 and 2008 were 5.78% and 3.48% respectively.

The following table sets forth the yields on average assets for each component of our investment portfolios for the periods indicated.

	As of or for the years ended December 31,			
	2008		2009	
	Yield ⁽¹⁾	Amount	Yield ⁽¹⁾	Amount
	<i>(RMB in millions, except as otherwise indicated)</i>			
Cash, cash equivalents and term deposits:				
Investment income	4.9%	11,378	3.3%	10,805
Ending assets: cash and cash equivalents		34,085		36,197
Ending assets: statutory deposits restricted		6,153		6,153
Ending assets: term deposits		228,272		344,983
Ending assets		268,510		387,333
Debt securities:				
Investment income	4.5%	22,690	4.1%	23,759
Net realized gains/(losses)		2,445		3,346
Net fair value gains/(losses) on assets at fair value through income		300		(277)
Total		25,435		26,828
Ending assets		575,885		582,315
Loans:				
Investment income	5.6%	696	5.7%	1,172
Ending assets		17,926		23,081

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	As of or for the years ended December 31,			
	2008		2009	
	Yield ⁽¹⁾	Amount	Yield ⁽¹⁾	Amount
	<i>(RMB in millions, except as otherwise indicated)</i>			
Equity securities:				
Investment income	7.5%	10,093	2.5%	3,146
Net realized gains/(losses)		(8,409)		17,898
Net fair value gains/(losses) on assets at fair value through income		(7,494)		1,726
Total		(5,810)		22,770
Ending assets		75,082		179,405
Resale and repurchase agreements:				
Resale agreements:				
Investment income	3.0%	89	N/A	8
Total		89		8
Ending assets				
Repurchase agreements:				
Investment expense		(438)		(111)
Ending assets		11,390		33,553
Investments in associates:				
Investment income/(losses)	(0.8%)	(56)	8.6%	704
Ending assets		7,891		8,470
Total investments:				
Investment income	3.48%	44,946	5.78%	38,890
Net realized gains/(losses)		(5,964)		21,244
Net fair value gains/(losses) on assets at fair value through income		(7,194)		1,449
Business tax and extra charges for investment		(650)		(662)
Total		31,138		60,921
Ending assets		937,403		1,172,145

(1) Yields for 2008 and 2009 are calculated by dividing the investment income for that year by the average of the ending balances of that year and

the previous
year.

Term deposits

Term deposits consist principally of term deposits with Chinese commercial banking institutions and represented 29.4% of our total investment assets as of December 31, 2009, 24.4% of our total investment assets as of December 31, 2008, and 19.8% of our total investment assets as of December 31, 2007.

We generally make term deposits with state-owned commercial banks and large joint stock commercial banks. The terms of the term deposits vary. Most of them carry variable interest rates which are linked to deposit rates set by the PBOC from time to time, thus providing us with a measure of protection against rising interest rates and, for a significant portion of them, the variable interest rates also cannot fall below a fixed guaranteed rate. They typically allow us to renegotiate terms with the banks upon prepayment, including the methods for the calculation of accrued interest, if any. We make term deposits to obtain higher yields than can ordinarily be obtained with regular deposits.

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The following table sets forth term deposits and structured term deposits by contractual maturity dates, as of the dates indicated.

	As of December 31,		
	2007	2008	2009
	Amortized cost	Amortized cost	Amortized cost
	<i>(RMB in millions)</i>		
Due in one year or less	46,706	64,621	84,393
Due after one year and through five years	93,372	155,320	196,090
Due after five years and through ten years	26,434	6,759	64,500
Due after ten years	2,082	1,572	
Total term deposits and structured term deposits	168,594	228,272	344,983

The following table sets forth term deposits and structured term deposits outstanding to Chinese banking institutions as of the dates indicated.

	As of December 31,		
	2007	2008	2009
	Amortized cost	Amortized cost	Amortized cost
	<i>(RMB in millions)</i>		
Industrial & Commercial Bank of China	5,657	7,939	2,700
Agriculture Bank of China	18,090	18,354	16,883
Bank of China	13,738	5,137	70,400
China Construction Bank	200	18,200	21,000
Other banks	130,909	178,642	234,000
Total term deposits and structured term deposits	168,594	228,272	344,983

We started to make structured deposits in foreign currencies with commercial banks in 2004. Structured deposits represented 0.02% of our total investment assets as of December 31, 2009.

A structured deposit is a term deposit combined with an opportunity of enhanced returns, which is usually linked to a certain financial market index. The bank providing this service has the right to terminate the structured deposit at its discretion.

Debt securities

Debt securities in which we are permitted to invest consist of the following categories:

Chinese government bonds;

government agency bonds (including local government bonds issued and repaid by the Ministry of Finance as agent, central bank notes, financial bonds issued by state-owned policy banks of the Chinese government, and RMB-denominated bonds issued by international development institutions);

corporate bonds (including financial bonds issued by commercial banks, corporate bonds, convertible corporate bonds, short-term financing bonds and medium-term notes); and

subordinated bonds and debt (including subordinated bonds issued by state-owned policy banks of the Chinese government, subordinated bonds issued by commercial banks, subordinated debt with fixed terms issued by commercial banks and subordinated debt with fixed terms issued by insurance companies).

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Debt securities represented 49.7% of our total investment assets as of December 31, 2009, 61.4% of our total investment assets as of December 31, 2008, and 52.1% of our total investment assets as of December 31, 2007. Based on estimated fair value, Chinese government bonds, Chinese government agency bonds, corporate bonds and subordinated bonds and debt comprised 15.2%, 48.5%, 30.1% and 6.2% of our total available-for-sale debt securities as of December 31, 2009, respectively, 22.5%, 53.7%, 19.0% and 4.8% of our total available-for-sale debt securities as of December 31, 2008, respectively, and 33.4%, 44.4%, 18.1% and 4.1% of our total available-for-sale debt securities as of December 31, 2007, respectively. Except for a small number of debt securities, which collectively had a carrying value of RMB 6,509 million (US \$954 million) as of December 31, 2009, most of our debt securities are publicly traded on stock exchanges or in the interbank market in China.

We invest in bonds issued by Chinese commercial banks as well as corporate bonds rated AA or above by the rating agencies recognized by the CIRC, such as China Chengxin International Credit Rating Co., Ltd and Dagong Global Credit Rating Agency. Subordinated bonds and debt we invest in are mainly the subordinated bonds and debt issued by Chinese commercial banks.

Chengxin International was created by a consortium of companies including Fitch Ratings and International Finance Company. Chengxin International provides ratings on both companies and securities, including insurance companies, securities firms, commercial banks and corporate bonds. AAA is the highest of ten rating categories. Dagong provides ratings on both companies and securities, including insurance companies, commercial banks, mutual funds and long-term and short-term debt securities. AAA is the highest of nine rating categories. China has other approved rating agencies, such as China Lianhe and Shanghai Far East, both of which have similar rating structures. Ratings given by these entities are not directly comparable to ratings given by U.S. rating agencies.

The following table sets forth the amortized cost and estimated fair value of debt securities, as of the dates indicated.

	As of December 31,											
	2007				2008				2009			
	Amortized	% of	Estimated	% of	Amortized	% of	Estimated	% of	Amortized	% of	Estimated	% of
	cost	total	fair	total	cost	total	fair	total	cost	total	fair	total
	<i>(RMB in millions)</i>											
Debt securities, available-for-sale:												
Government bonds	83,137	18.3%	80,588	18.4%	73,130	13.2%	80,006	13.5%	50,623	8.6%	51,996	8.9%
Government agency bonds	111,906	24.7%	107,154	24.4%	180,135	32.5%	191,121	32.3%	167,313	28.4%	165,231	28.3%
Corporate bonds	46,464	10.2%	43,742	10.0%	64,388	11.6%	67,505	11.4%	103,603	17.7%	102,553	17.6%
Subordinated bonds/debt	10,462	2.3%	9,898	2.3%	17,265	3.1%	17,588	3.0%	21,198	3.6%	21,045	3.6%
Total debt securities, available-for-sale	251,969	55.5%	241,382	55.0%	334,918	60.4%	356,220	60.1%	342,737	58.4%	340,825	58.5%
Debt securities, held to maturity:												
Government bonds	96,786	21.3%	96,234	21.9%	102,688	18.5%	112,681	19.0%	103,980	17.8%	107,432	18.4%
Government agency bonds	71,273	15.7%	68,080	15.5%	79,400	14.3%	84,558	14.3%	84,619	14.5%	82,728	14.2%
Corporate bonds	3,272	0.7%	3,403	0.8%	3,267	0.6%	3,494	0.6%	3,139	0.5%	3,245	0.6%

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Subordinated bonds/debt	24,372	5.4%	23,872	5.4%	26,574	4.8%	27,865	4.7%	43,361	7.4%	42,264	7.3%
Total debt securities, held to maturity	195,703	43.1%	191,589	43.6%	211,929	38.2%	228,598	38.6%	235,099	40.2%	235,669	40.4%
Debt securities, financial assets at fair value through income (held-for-trading)												
Government bonds	710	0.2%	693	0.2%	1,404	0.3%	1,428	0.2%	2,483	0.4%	2,438	0.4%
Government agency bonds	4,679	1.0%	4,583	1.0%	4,525	0.8%	4,660	0.8%	3,559	0.6%	3,549	0.6%
Corporate bonds	458	0.1%	513	0.1%	1,614	0.3%	1,648	0.3%	403	0.1%	404	0.1%
Subordinated bonds/debt	329	0.1%	307	0.1%								
Total debt securities, financial assets at fair value through income (held-for-trading)	6,176	1.4%	6,096	1.4%	7,543	1.4%	7,736	1.3%	6,445	1.1%	6,391	1.1%
Total debt securities	453,768	100%	439,067	100%	554,583	100.0%	592,554	100.0%	580,623	100%	582,834	100%

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The following table shows the amortized cost and estimated fair value of debt securities excluding financial assets at fair value through income (held-for-trading) by contractual maturity dates, as of the dates indicated.

	2007		As of December 31, 2008		2009	
	Amortized cost	Estimated fair value	Amortized cost (RMB in millions)	Estimated fair value	Amortized cost	Estimated fair value
Due in one year or less	3,512	3,533	31,757	32,294	8,844	8,886
Due after one year and through five years	73,198	73,533	97,909	103,801	79,641	82,511
Due after five years and through ten years	142,001	140,450	168,978	183,617	165,523	169,484
Due after ten years	228,961	215,455	248,203	265,106	323,827	315,612
Total debt securities	447,672	432,971	546,847	584,818	577,835	576,493

Our investments in debt securities are subject to strict restrictions under relevant Chinese regulation. See Regulatory and Related Matters Regulation of investments We diversify our corporate bonds by industry and issuer. Our corporate bond portfolio does not have significant exposure to a single industry or issuer.

Loans

We offer interest-bearing policy loans to our policyholders, who may borrow from us at total amounts up to 70% of the cash surrender values of their policies. In general, the loans are secured by the policyholders' rights under the policies. As of December 31, 2009, the total amount of our policy loans was RMB 13,831 million (US\$2,026 million), and represented 1.2% of our total investment assets as of that date.

As of December 31, 2008, we also entrusted AMC to make RMB 1,200 million (US\$176 million) and RMB 8,000 million (US\$1,173 million) as loans to Shentong Group Debt Investment Program and Tianjin City Debt Investment Plan respectively, which had a total investment proceeds of approximately RMB 221 million (US\$32 million) as of December 31, 2008. We did not make any new investments in debt investment plans during the year of 2009.

Securities investment funds

Securities investment funds consist of Chinese domestic investment funds that primarily invest in securities that are issued by Chinese companies and traded on China's securities exchanges, and represented 6.5% of our total investment assets as of December 31, 2009.

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We invest in both closed-end securities investment funds, in which the number of shares is fixed and the share value depends on the trading value, and open-end securities investment funds, in which the number of shares issued by the fund fluctuates and the share value is set by the value of the assets held by the fund. Our investments in securities investment funds are subject to strict restrictions under relevant Chinese regulations. See Regulatory and Related Matters Insurance Company Regulation Regulation of investments . Our holdings in securities investment funds comply with those restrictions.

The following table presents the carrying values of investments in open-end and closed-end securities investment funds as of the dates indicated.

	2007		As of December 31, 2008		2009	
	Carrying value	% of total	Carrying value	% of total	Carrying value	% of total
	<i>(RMB in millions, except as otherwise indicated)</i>					
Open-end	53,555	76.8%	31,047	91.4%	68,343	89.8%
Closed-end	16,214	23.2%	2,906	8.6%	7,779	10.2%
Total	69,769	100%	33,953	100%	76,122	100%

Stocks

Investments in stocks consist of investment in publicly offered and listed equity securities that are denominated and traded in Renminbi and investment in stocks listed on specified overseas stock exchanges that are permitted by the CIRC. Our investments in stocks are subject to strict restrictions under relevant Chinese regulations. See Regulatory and Related Matters Insurance Company Regulation Regulation of investments . As of December 31, 2009, the total amount of our investment in common stocks was RMB 103,038 million (US\$15,095 million), and represented 8.8% of our total investment assets as of that date.

Repurchase and resale agreements

We enter into repurchase and resale agreements, which consist of securities repurchase and resell activities in repurchase and resell markets.

As of December 31, 2007, the securities purchased under agreements to resell represented 0.6% of our total investment assets. We did not have securities purchased under agreements to resell as of December 31, 2008 and 2009.

The securities sold under agreements to repurchase were RMB 100 million as of December 31, 2007, RMB 11,390 million as of December 31, 2008 and RMB 33,553 million as of December 31, 2009.

Asset Management Business

On November 23, 2003 we established an asset management joint venture, AMC, with CLIC, in connection with the restructuring for the purpose of operating the asset management business more professionally in a separate entity and to better attract and retain qualified investment management professionals. AMC manages our investment assets and, separately, substantially all of those of CLIC. For a description of our investment assets, see Investments .

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We own 60% and CLIC owns 40% of AMC. Directors of AMC are appointed by the shareholders at a general meeting. As the controlling shareholder, we effectively control the composition of AMC's board of directors. AMC obtained the qualification to serve as the investment manager for enterprise annuity funds on August 1, 2005. In April 2009, the registered capital of AMC was increased from RMB 1,000 million to RMB 3,000 million, with us and CLIC contributing RMB 1,200 million and RMB 800 million, respectively. The shareholding proportion between CLIC and us remains unchanged.

As of December 31, 2009, AMC had total assets of RMB 4,679 million (US\$685 million), net assets of RMB 3,753 million (US\$550 million) and net profit of RMB 410 million (US\$60 million).

Property and Casualty Business

In December 2006 we and CLIC established a property and casualty company, CLPCIC, with us owning 40% and CLIC owning the remaining 60%. In July 2008, the registered capital of CLPCIC was increased from RMB 1,000 million to RMB 4,000 million, with US and CLIC contributing RMB 1,200 million and 1,800 million, respectively. The proportionate shareholding between CLIC and us remains unchanged.

As of December 31, 2009, CLPCIC had total assets of RMB 12,138 million (US\$1,778 million), net assets of RMB 2,448 million (US\$359 million) and net profit of RMB 80 million (US\$12 million).

Pension Insurance Business

In January 2007 we, CLIC and AMC established a pension insurance joint venture, China Life Pension, with us owning 55%, CLIC owning 25% and AMC owning the remaining 20%. In June 2008, the registered capital of China Life Pension was increased from RMB600 million to RMB2,500 million. China Life Pension is currently held 87.4%, 6.0%, 4.8% and 1.8% by us, CLIC, AMC and China Credit Trust Company Limited, respectively.

China Life Pension obtained the qualification to serve as trustee and account manager of enterprise annuity funds on November 19, 2007.

As of December 31, 2009, China Life Pension had total assets of RMB 2,441 million (US\$358 million), net assets of RMB 2,321 million (US\$340 million) and net losses of RMB 116 million (US\$17 million).

Information Technology

Our information technology systems provide support for many aspects of our businesses, including product development, sales and marketing, business management, cost control and risk control. Our information technology systems are supported by approximately 1,900 experienced engineers, technicians and specialists.

In 2009, we continued to increase our investment in information technology, raising the standards of the information technology applications and services. In the course of optimizing our research and development system and operation support system, we integrated our current IT application system and completed development and application of Phase I of the new generation finance and human resource management system, which provided better technical service for business development and operational management.

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In September 2009, we began construction of our new research and development center in Beijing. Our new data center in Shanghai has been in operation since December 2009.

Trademarks

We conduct our business under the China Life brand name (in English and Chinese), the ball logos and other business related slogans and logos. CLIC owns these trademarks and has registered them with the Trademark Office of the SAIC. CLIC has entered into a trademark license agreement with us, under which CLIC has agreed to grant us a royalty-free license to use these trademarks. See Item 7. Major Shareholders and Related Party Transactions Related Party Transactions Continuing Related Party Transactions with CLIC .

Regulatory and Related Matters

Overview

The insurance industry is heavily regulated in the PRC. The applicable laws and regulations governing insurance activities undertaken within the territories of the PRC consist principally of the PRC Insurance Law and rules and regulations promulgated thereunder. The CIRC is the authority authorized by the PRC State Council to regulate and supervise the insurance industry in the PRC.

The PRC Insurance Law, which provided the initial framework for regulating the PRC insurance industry, was enacted in 1995, and significantly amended on October 28, 2002 and February 28, 2009. Among other things, the major provisions of the PRC Insurance Law include: (1) licensing of insurance companies and insurance intermediaries, such as agents and brokers; (2) separation of property and casualty business and life insurance business; (3) regulation of market conduct by participants; (4) substantive regulation of insurance products; (5) regulation of the financial condition and performance of insurance companies; and (6) supervisory and enforcement powers of CIRC.

The CIRC was established in 1998. It has extensive supervisory authority over the PRC insurance industry, including: (1) promulgation of regulations applicable to the insurance industry; (2) examination of insurance companies; (3) establishment of investment regulations; (4) approving the policy terms and premium rates for certain insurance products; (5) setting standards for measuring the financial soundness of insurance companies; (6) requiring insurance companies to submit reports concerning their business operations and condition of assets; and (7) ordering the suspension of all or part of an insurance company's business. Since its establishment, the CIRC has promulgated a series of regulations indicating a gradual shift in the regulatory approach to a more transparent regulatory process and a convergent movement toward international standards.

Insurance Company Regulation

Licensing requirements

An insurance company is required to obtain a license from the CIRC in order to engage in an insurance business. In general, a license will be granted only if the company can meet prescribed registered capital requirements and other specified requirements, including requirements relating to its form of organization, the qualifications of its senior management and actuarial staff, the adequacy of its information systems and specifications relating to the insurance products to be offered. Our headquarters and all of our branch offices have obtained the requisite insurance licenses.

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The CIRC may grant a life insurer a license to offer all or part of the following products: accident insurance, term life insurance, whole life insurance, annuities, short-term and long-term health insurance, endowment insurance (for individuals only) and other personal insurance approved by the CIRC, as well as reinsurance relating to any of the foregoing.

An insurance company may seek approval for establishing branch offices to meet its business needs so long as it meets minimum capital and other requirements. Our headquarters and substantially all of our branch offices have obtained business licenses.

Minimum capital requirements

The minimum paid-in capital for an insurance company is RMB 200 million. For an insurance company whose registered capital is RMB 200 million, the minimum incremental capital for each first branch office in a province other than the province where it is located is RMB 20 million. No additional capital will be required when the paid-in capital has reached RMB 500 million, and the insurer's solvency is sound.

Restriction of ownership in joint stock insurance companies

Any acquisition of shares which results in the acquirer owning 5% or more of the registered capital of a joint stock insurance company, whether or not listed, requires the approval of the CIRC. A filing with the CIRC is required with respect to a change of equity interest of less than 5% in an insurance company, unless it is a listed insurance company. The combined equity interests held by foreign investors may not exceed 50% of the total equity of a single life insurance company. Except in the context of a public offering or as otherwise permitted by law or with the prior approval of the State Council, no bank or securities company may invest in an insurance company.

Fundamental changes

Prior approval must be obtained from the CIRC before specified fundamental changes relating to a Chinese insurance company may occur. These include: a change of company name, organizational form, registered capital or address of registered office or principal executive offices; an expansion of business scope; an amendment to articles of association; a merger or spin-off; a change in a shareholder whose capital contribution accounts for 5% or more of the total capital of the company or a shareholder holding 5% or more of the shares of the company; and a termination of a branch office. In addition, certain other changes relating to the insurance company must be reviewed by or filed with the CIRC.

Regulation of products

Regulation of insurance and annuity products generally. The terms and the rates for premiums of new types of life insurance, insurance products that affect social and public interests and insurance products that are mandatorily required by statute, are required to be submitted to the CIRC for approval. The terms and rates of premiums of other types of insurance products are required to be filed with the insurance regulatory bodies.

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Regulation of participating products. A participating product is one which the policyholder or annuitant is entitled to share in the distributable earnings of the insurer through policy dividends. The participation dividend may be in the form of a cash payment or an increase in the insured amount. At least 70% of the distributable earnings is required to be distributed as dividends. Participating products may not be sold or modified without the prior approval of the CIRC, and CIRC regulations govern disclosures that may be made regarding participating products. Insurance companies offering participating products are required to file an annual report with the CIRC. The insurance company is also required to provide a performance report to the holders of its participating products at least once a year, setting forth specified financial and other information regarding the products.

Regulation of investment-linked products. An investment-linked product is one which insures the policyholder or annuitant against one or more separate risks and at the same time gives the policyholder or annuitant an interest in one or more separate investment accounts. Investment-linked products may not be sold or amended without the prior approval of the CIRC. The establishment of separate investment accounts is subject to the CIRC's approval. Transactions between a separate investment account and any other account of the insurance company, other than a transfer of cash to pay for operating expenses of the separate investment account, are prohibited. Other CIRC regulations govern the sale and disclosure terms of investment-linked products.

Regulation of pension insurance. A life insurance company or a pension insurance company, as approved by the CIRC, may engage in individual and group pension insurance business. The pension insurance terms and premium rates determined by an insurance company must be filed with or approved by the CIRC in accordance with its regulatory provisions. Other CIRC regulations govern the sale and disclosure terms of pension insurance.

Regulation of enterprise annuity funds. Subject to the approval of the PRC Ministry of Human Resources and Social Security, insurance companies may serve as the trustee, account manager and investment manager for enterprise annuity funds. China Life Pension obtained the qualification to serve as trustee and account manager of enterprise annuity fund on November 19, 2007. AMC obtained the qualification to serve as the investment manager of enterprise annuity fund on August 1, 2005.

Regulation of health insurance. Subject to approval by the CIRC, life insurance companies may engage in health insurance business. Other insurance companies may, subject to approval by the CIRC, engage in short-term health insurance business. Insurance companies engaged in health insurance business are required to submit an actuarial report or reserve assessment report for the preceding year in accordance with the relevant provisions of the CIRC. Insurance companies must also submit a pricing review report to the CIRC before March 15 of each year regarding the short-term health insurance products, as well as the claims and payments for the short-term health insurance products available for sale for more than one year in the preceding year.

Foreign exchange denominated insurance. Insurance companies may seek approval from the CIRC and the SAFE to engage in foreign exchange denominated insurance and reinsurance businesses, allowing them to offer products to non-Chinese policyholders or for non-Chinese beneficiaries, as well as policies covering accidents and illnesses which occur outside China, together with related reinsurance.

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Regulation of investments

Permitted investments. As a Chinese life insurance company, we are subject to significant restrictions under the PRC Insurance Law and other related rules and regulations on the asset classes in which we are permitted to invest. Currently Chinese life insurance companies are allowed to invest their funds in the followings, subject to the satisfaction of conditions prescribed for each form of investment:

bank deposits;

Chinese government bonds;

government agency bonds (including local government bonds issued and repaid by the Ministry of Finance as agent, central bank notes, financial bonds issued by state-owned policy banks of the Chinese government, and RMB-denominated bonds issued by international development institutions);

corporate bonds (including financial bonds issued by commercial banks, corporate bonds, convertible corporate bonds, short-term financing bonds and medium-term notes);

subordinated bonds and debt (including subordinated bonds issued by state-owned policy banks of the Chinese government, subordinated bonds issued by commercial banks, fixed term subordinated debt issued by commercial banks and fixed term subordinated debt issued by insurance companies.);

other bonds and debts as approved by relevant government agencies;

policy loans;

Chinese securities investment funds;

RMB-denominated common shares listed on PRC stock exchanges;

indirect investments in infrastructure projects;

equity interests of non-listed Chinese commercial banks;

repurchase and resale agreements;

overseas investments; and

other investment channels as approved by the State Council.

Bank deposits. In October 1999, insurance companies were authorized to make deposits in commercial banks at negotiated rates, provided that the deposits have terms longer than five years and are in amounts of no less than RMB 30 million. The jumbo deposits generally bear more attractive interest rates than interest rates on regular deposits, which are subject to regulation by the central bank.

Chinese government bonds, government agency bonds and subordinated bonds issued by state-owned policy banks of the Chinese government. Insurance companies may invest in Chinese government bonds, local government bonds issued and repaid by the Ministry of Finance as agent, central bank notes, financial bonds issued by state-owned policy banks of the Chinese government and subordinated bonds, as well as RMB-denominated bonds issued by international development institutions. There are no CIRC prescribed maximum percentage of investments by insurance companies in these bonds.

Financial bonds and subordinated bond issued by commercial banks. Insurance companies may invest in financial bonds and subordinated bonds issued by any qualified commercial bank in connection with either a public offering or

a private placement. An insurer's total investment in commercial bank financial bonds and subordinated bonds on a cost basis may not exceed 30% (and 10% in any single bank) of its total assets as of the end of the previous quarter. The total investment in any single issue by a commercial bank with a credit rating of AA or above may not exceed 20% of the issue, and the balance of such investment may not exceed 5% of the total assets of such insurer as of the end of the previous quarter. The total investment in any single issue by a commercial bank with a credit rating of A or its equivalent may not exceed 10% of the issue, and the balance of such investment may not exceed 3% of the total assets of such insurer as of the end of the previous quarter.

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Fixed term subordinated debt issued by commercial banks. Insurance companies may invest in subordinated debt issued by state-owned commercial banks and national joint-stock commercial banks which have fixed terms of six years or less. The balance of an insurer's total investment in fixed term commercial bank subordinated debt may not exceed 8% (and 5% in any single bank) of its total assets as of the end of the previous quarter. The total investment in any single issue of fixed term commercial bank subordinated debt may not exceed 10% of the issue, and the balance of such investment may not exceed 3% of the total assets of such insurer as of the end of the previous quarter.

Fixed term subordinated debt issued by insurance companies. Insurance companies may also invest in subordinated debt issued by other insurance companies that are not controlling, controlled by or under common control with, the investing insurance company. The balance of an insurer's total investment in fixed term insurance company subordinated debt may not exceed 20% (and 4% in any single issuer) of its net assets as of the end of the previous quarter. The total investment in any single issue may not exceed 20% of the issue, and the balance of such investment may not exceed 1% of the net assets of such insurer as of the end of the previous quarter.

Corporate bonds. Insurance companies may invest in corporate bonds issued by qualified non-financial institutions. The total amount of investment in all such corporate bonds on a cost basis may not exceed 40% (and 10% in any single issuer) of an insurer's total assets as of the end of the previous quarter.

Convertible corporate bonds. The balance of an insurer's investments in convertible corporate bonds will be included in the balance of corporate bonds. The balance of an insurer's investment in convertible corporate bonds issued by any single company will be included in the balance of the same corporate bonds, and may not exceed 10% of such insurer's total assets as of the end of the previous quarter, among which the balance of corporate bonds may not exceed 5% of its total assets as of the end of the previous quarter. An insurer's total investment in any single issue of convertible corporate bonds may not exceed 20% of the issue, and the balance of such investment may not exceed 3% of its total assets as of the end of the previous quarter, if the guarantor meets one of the following conditions: (1) it is a financial institution with a credit rating of AA as assessed by a domestic credit rating agency in the previous year, or (2) it is an enterprise with net assets of RMB 20 billion as of the end of the previous year. If the guarantor does meet any of the foregoing conditions, an insurer's total investment in any single issue may not exceed 10% of the issue, and the balance of such investment may not exceed 1% of its total assets as of the end of the previous quarter.

Short-term financing bonds. The balance of an insurer's investment in short-term financing bonds will be included in the balance of corporate bonds. The balance of short-term financing bonds may not exceed 10% of an insurer's total assets as of the end of the previous quarter. The balance of an insurer's investment in the short-term financing bonds issued by any single corporation will be included in the balance of the same corporate bond and may not exceed 10% of such insurer's total assets as of the end of the previous quarter, among which the balance of short-term financing bonds may not exceed 3% of its total assets as of the end of the previous quarter. An insurer's total investment in any single issue may not exceed 10% of the issue, and the balance of such investment may not exceed 3% of its total assets as of the end of the previous quarter.

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Medium-term notes. The balance of an insurer's investment in unsecured bonds, such as medium-term notes, may not exceed 15% of its total assets as of the end of the previous quarter.

Bonds. The total amount of investments by an insurer in various bonds issued or guaranteed by any single institution, excluding Chinese government bonds and government agency bonds and subordinated bonds, may not exceed 20% of the total assets of such insurer as of the end of previous quarter.

Up to 100% of the assets of one of the investment accounts relating to investment-linked products and up to 80% of the assets of the investment accounts relating to universal life products may be invested in financial bonds and subordinated bonds issued by commercial banks and corporate bonds.

Chinese securities investment funds. Insurance companies are allowed to invest in qualified domestic securities investment funds. The amount of investment assets that may be so invested by an insurer may not exceed 15% of its total assets as of the end of the prior month. An investment in any single fund may not exceed 3% of its total assets as of the end of the previous month. An investment in any single closed-end fund may not account for more than 10% of the fund. Notwithstanding the foregoing, insurance companies may invest up to 100% of the assets of an investment account relating to investment-linked products, up to 80% of an assets of an investment account relating to universal life products and up to 15% of the investment assets relating to participating products as of the previous month in qualified domestic securities investment funds.

RMB-denominated common shares listed on PRC stock exchanges. Insurance companies are allowed to invest their insurance funds in publicly offered and listed shares which are denominated and traded in RMB and other stock market investments. Such stock market investments may be made by an insurer directly or through an insurance asset management company, and may be made at primary market offering stage or through secondary market trading. Up to 10% of the amount of an insurer's total assets as of the end of the previous quarter, and excluding assets relating to investment-linked and universal life products, may be invested in the stock market. Up to 100% of the assets of an investment account relating to investment-linked products on a cost basis may be invested in the stock market. Up to 80% of the assets of an investment account relating to universal life products may be invested in the stock market. In addition, the balance of an insurer's investment cost in any single listed company's shares may not exceed 5% of the maximum amount that may be invested in the stock market. An insurer's investment in the shares of listed companies which are leaders in their respective industries with relatively higher profitability, dividend levels and rates of return on net assets may not exceed 10% of the maximum amount that may be invested in the stock market, such investments must be filed with the CIRC. An insurer's investment in any single listed company's shares may not exceed 10% of the total share capital of such listed company. Any investment exceeding 5% of a listed company's total share capital must be filed with the CIRC. An insurer may not invest in a listed company or any of its affiliates if the listed company holds directly or indirectly 10% or more of the equity interest of the insurer.

An insurer is prohibited from investing in any problematic securities that have been identified by the CIRC and is prohibited from engaging in insider trading and other manipulative and illegal activities. Life insurance companies must strictly follow a set of risk control measures prescribed by the CIRC in making stock market investments.

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Indirect investments in infrastructure projects. Beginning in March 2006, insurance companies were allowed to invest, indirectly, in infrastructure projects. In April 2009, the CIRC issued the Circular on Investment of Insurance Fund in Infrastructure Bond Investment Plans, which provides that the balance of a life insurance company's investment in bond investment plans may not exceed 6% of its total assets as of the end of the previous quarter, and the balance of investment in any single bond investment plan may not exceed 40% of its assets available for investment in bond investment plans.

Equity investments in unlisted commercial banks. In October 2006, the CIRC further expanded the scope of permitted investments to include equity interests in non-listed commercial banks, including state-owned commercial banks, joint stock commercial banks and city commercial banks in China. Such investments are either categorized as ordinary investments, for investments amounting to less than 5% of the bank's share capital or paid-in capital, or as material investments, for investments exceeding 5% of the bank's share capital or paid-in capital. For purposes of such investment, an insurer may use its corporate capital, liability reserves with a liability term of over 10 years (other than the funds invested in investment-linked and universal life products and other financial management type insurance products), as well as other funds recognized by the CIRC.

The aggregate of ordinary and material investments in banks may not exceed 3% of an insurer's total assets. Ordinary investments in a single bank may not exceed 1% of an insurer's total assets. Material investments are required to be submitted to the CIRC for approval and corporate capital applied to material investments may not exceed 40% of the insurer's paid-in capital as at the end of the previous year, minus accumulated losses. Insurers intending to invest in commercial banks using financing facilities must seek prior approval by the CIRC.

Insurers must also satisfy certain requirements, such as good corporate governance, effective risk control, profitability and solvency requirements, before they can make investments in banks. For material investments, insurers are further required to be able to accurately assess the performance and risks of the target bank. If an insurer wishes to purchase a 5%–10% stake in a commercial bank, the insurer must have total assets at the end of the previous year of no less than RMB 20 billion (in the case of an insurance holding company) or RMB 100 billion (in the case of an insurance operating company). For investments greater than 10%, the applicable minimum assets test increases to RMB 30 billion (in the case of an insurance holding company) or RMB 150 billion respectively (in the case of an insurance operating company). We are qualified under these rules to make investments for more than a 10% ownership stake in a commercial bank.

In principle, an insurer may not make material investment in more than two commercial banks.

To exit an investment in a commercial bank, an insurer is required to file with the CIRC for the transfer of an ordinary investment and to obtain CIRC approval for a transfer of a material investment. In the event the bank equity owned by an insurer is converted into tradable shares, the cost for acquiring such bank equity is required to be booked as part of the insurer's stock market investments, which need to comply with CIRC rules in respect thereof.

Repurchase and resale agreements. For an insurer carrying out bond repurchase transactions, the balance of the fund from financing activities may not exceed 20% of its total assets as of the end of the previous quarter if the insurer's solvency ratio meets the regulatory requirements, and 10% if the insurer's solvency ratio does not meet the regulatory requirements. The balance of the fund used for resale activities for any single transaction counterparty may not exceed 20% of the insurer's net assets as of the end of the previous quarter and 20% of the transaction counterparty's net assets as of the end of the previous year.

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Overseas investments. The Tentative Measures for the Administration of Overseas Investment of Insurance Funds, which was issued in June 2007, allows insurance funds to be invested abroad in the following categories:

currency market products such as commercial paper, negotiable deposits, repurchase agreements, reverse repurchase agreements and currency market funds;

fixed income instruments such as bank deposits, structured deposits, bonds, convertible bonds, bond funds, securitization products and trust products;

equity investments such as stocks, stock investment funds, equities and equity-type products; and

other investments permitted by the PRC Insurance Law and the State Council.

As at the date of this annual report, the implementation rules of these measures have not been officially promulgated. The total amount of overseas investments may not exceed 15% of the total assets of the insurance company as of the end of the previous year, and the total amount actually invested may not exceed the foreign currency investment quota approved by the SAFE. An insurance company must comply with relevant CIRC regulations regarding the quantitative restrictions on investments in any single entity. Material equity investments must be approved by the CIRC.

Solvency requirements

In March 2003, the CIRC introduced a new standard, the solvency ratio, to measure the financial soundness of life insurance companies to provide better policyholder protection under a system of corrective regulatory action. The standard for calculation of solvency ratio was further revised by the CIRC in September 2008. The solvency ratio of an insurance company is a measure of capital adequacy, which is calculated by dividing the actual capital of the company (which is its admissible assets less admissible liabilities, determined in accordance with relevant CIRC rules) by the minimum capital it is required to meet.

The minimum capital of a life insurance company is the sum of its minimum capital for its short-term business (policies having a term of one year or less from the date of issuance) and the minimum capital for its long-term business (policies having a term of more than one year from the date of issuance). The standard for calculation of the minimum capital was further revised by the CIRC in January 2010.

The minimum capital for a life insurance company's short-term business is the higher of:

18% of the portion of net premium received in the most recent fiscal year net of business tax and other surcharges which is not in excess of RMB 100 million, plus 16% of the portion which are in excess of RMB 100 million; and

26% of the portion of the average annual claims payments during the most recent three fiscal years which is not in excess of RMB 70 million, plus 23% of the portion which is in excess of RMB 70 million.

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The minimum capital for its long-term business is the sum of:

4% of the period-end reserves for insurance risks after unbundling of mixed insurance contracts;

4% of the period-end reserves for insurance contracts;

1% of the liabilities for other risks after unbundling of investment-linked insurance contracts;

4% of the liabilities for other risks after unbundling of other mixed insurance contracts;

4% of the liabilities for insurance policies which do not pass the tests for significant insurance risks;

0.1% of the total sums at risk under term life policies, the coverage period of which expires within three years;

0.15% of the total sums at risk under term life policies, the coverage period of which expires within three to five years;

0.3% of the total sums at risk under term life policies, the coverage period of which will not expire within five years;

0.3% of the total sums at risk under whole life policies; and

0.3% of the sums at risk of all other insurance and annuity products with a coverage period longer than one year.

An insurance company with a solvency ratio below 100% may be subject to a range of regulatory actions by the CIRC. The CIRC may in such situations require the insurance company to, among other things, raise additional share capital, limit paying dividends on its shares, limit the remuneration and expense accounts of its directors and senior management, restrict its advertising activities, restrict the establishment of branch offices and business operations, cease any new business development, transfer its insurance business to others or seek reinsurance of its insurance obligations, sell its assets or restrict the acquisition of fixed assets, limit the channels for using its capital, change its management team or put the insurer into receivership.

If the solvency ratio is between 100% and 150%, the CIRC may require an insurance company to submit and implement a plan on the prevention of inadequate solvency. Where there is any significant insolvency risk in an insurance company with solvency ratio between 100% and 150% or higher than 150%, the CIRC may require the insurance company to take corrective actions or take other regulatory actions as the CIRC deems necessary.

Insurance companies are required to calculate and report annually and quarterly to the CIRC their solvency level. In addition, an insurance company must submit a report to the CIRC within five working days after becoming aware that it is insolvent.

As of December 31, 2009, our solvency ratio was approximately 303.59%.

Table of Contents***Statutory deposits***

Insurance companies in China are required to deposit an amount equal to 20% of their registered capital with no more than three qualified commercial banks, each of which must, among other things, have registered capital of no less than RMB 4,000 million and have no affiliated relationship with the insurance company. These funds may not be used for any purpose other than to pay off debts during a liquidation proceeding.

Statutory insurance fund

Chinese life insurance companies are required to contribute to a statutory insurance fund 0.15% of their premiums and accumulated policyholder deposits from life policies with guaranteed benefits, 0.05% of their premiums and accumulated policyholder deposits from life policies without guaranteed benefits, 0.8% of premiums from short-term health policies, 0.15% of premiums from long-term health policies, 0.8% of premiums from accident insurance contracts, 0.08% of their accumulated policyholder deposits from accident investment contracts with guaranteed benefits, and 0.05% of their accumulated policyholder deposits from accident investment contracts without guaranteed benefits. Contributions are not required once the total amount contributed in the statutory insurance fund reaches 1% of the insurance company's total assets.

Statutory reserves

In addition to the statutory deposit and the statutory insurance fund, insurance companies are required to provide for the following statutory reserves in accordance with regulations established by the CIRC: unearned premium reserves and reserves for claims and claim adjustment expense. These reserves are recorded as liabilities for purposes of determining an insurance company's actual solvency in accordance with regulatory rules.

Statutory reinsurance

Insurance companies are required to reinsure, for any single risk, the excess of the maximum potential liability over an amount equal to 10% of the sum of paid-in capital and capital reserves. Reinsurers under any reinsurance agreement entered into after January 1, 2008 are required to comply with the provisions published by the CIRC in November 2007 with respect to minimum paid-in capital, financial credit rating, solvency and profitability.

Actuaries

Insurance companies are required to appoint one or more actuarial professionals, certified by the CIRC, and must establish a system for actuarial reporting.

Regulation of corporate governance

Directors and senior management qualification requirements. Directors, supervisors and senior management of an insurance company are subject to qualification requirements implemented by the CIRC.

Risk management. Insurance companies must establish and adopt procedures, organizational structures, systems and measures to identify, evaluate and control the risks involved in its insurance operation. Insurance companies must report to the CIRC in a timely manner any major risks, and include in its annual report an annual risk evaluation report reviewed by the board of directors.

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Compliance management. Insurance companies must prevent, identify, evaluate, report and manage compliance risks by taking measures such as setting up a compliance department, formulating and implementing compliance policies (which are required to be filed with the CIRC), exercising compliance monitoring and providing compliance trainings, so as to ensure compliance by the company, its staff and sales agents with the relevant laws and regulations, rules of regulatory authorities, industrial self-regulatory rules, internal management systems and codes of ethics. An annual compliance report must be submitted to the CIRC by April 30 each year. Each insurance company is required by the CIRC to appoint a compliance officer and establish a compliance management department in its head office. As of the date of this annual report, we have set up a compliance management department, established compliance standards, and appointed a compliance officer whose qualification has been approved by the CIRC.

Related party transactions management. Related party transactions between an insurance company and any of its related parties are classified as either material related party transactions or ordinary related party transactions. The term material related party transactions refers to any single transaction between an insurance company and a related party in which the trading volume accounts for 1% or more of the insurance company's net assets as of the end of the previous year and has a value of more than RMB 5 million, or transactions between an insurance company and a related party in which the accumulative trading volume within one fiscal year accounts for 10% or more of the insurance company's net assets as of the end of the previous year and has a value of more than RMB 50 million. The term ordinary related party transactions refers to all related party transactions other than material related party transactions. A material related party transaction is subject to approval by the insurer's board of directors or shareholders, while an ordinary related party transaction must be reviewed in accordance with the internal authorization process of the insurance company. An insurance company is required to maintain a system to manage related party transactions and file them with the CIRC. Companies must take effective measures to prevent their shareholders, directors, supervisors, senior management and other related parties from taking advantage of their positions and acting against the interests of the company or the insured through related party transactions.

Internal audit. Insurance companies are required to establish an independent department for internal audit purposes, staffed with sufficient internal audit personnel (the number of full-time internal audit personnel generally must not be less than 5% of the total number of the company's employees), establish an audit committee, and designate an audit controller whose appointment and replacement must be filed with the CIRC. An internal audit report must be submitted to the CIRC by April 30 of each year and any major risk identified during the internal audit process must be reported to the CIRC in a timely manner.

Reporting and disclosure requirements. Within a prescribed time period following the end of a fiscal year, an insurance company must submit to the CIRC, among others, an annual report with audited financial statements and an annual report setting forth its solvency margin as of the end of the fiscal year, as well as other regulatory monitoring items.

Internal control assessment. In January 2006, the CIRC issued tentative rules on internal control assessment of life insurance companies to facilitate and supervise the companies and improve their awareness of, and strengthen their controls over, matters such as corporate governance in management, internal controls and regulatory compliance in operations and risk management. Life insurance companies are required submit to the CIRC an internal control assessment form and an annual internal control assessment report each year. The CIRC assesses the internal control of life insurance companies at least every three years, covering at least one third of all life insurance companies each year.

Table of Contents***Market conduct***

Insurance companies are required to take steps to ensure that sales promotional materials used by their sales representatives and agents are objective, true and correct, with no material omissions or misleading information, contain no forecasts of benefits that are not guaranteed under the insurance or annuity product and do not exaggerate the benefits provided under the insurance or annuity product. The sales promotional materials must also highlight in an appropriate fashion any exclusions of coverage or liability in their products, as well as terms providing for policy or annuity surrenders and return of premiums. If any insurance policy or consulting service is provided through telephone sales, requisite office space, staff, facilities and adequate supervising must be furnished. In addition, the telephone sale must be conducted directly by the insurance company, and the terms and rates of the premiums of the insurance policy and geographic business area must be submitted to the CIRC for approval.

Insurance companies are subject to extensive regulation against any anti-competitive behavior or unfair dealing conduct. They may not pay insurance agents, the insured or the beneficiary any rebates or other illegal payments, nor may they pay their agents commissions over and above the industry norm.

Insurance companies are required to comply with anti-money laundering regulations and establish internal operational procedures and anti-money laundering control systems. No insurance activity can be conducted for the purpose of illegal fundraising.

Regulation of issuance of subordinated debt

Beginning in September 2004, insurance companies that meet a series of qualification tests and are approved by the CIRC may issue subordinated debt with a fixed term of at least five years to certain qualified Chinese legal persons and foreign investors. The audited net asset value of the issuer must be at least RMB 500 million as of the end of the prior year and the total amount of unpaid debts at any given point after the issuance, including both principal and interest, must not exceed the issuer's net asset value as of the end of the prior year. The issuer must comply with certain disclosure obligations both at the time of the issuance and during the term of the debts. The issuer may repay the debts only if its solvency ratio would remain at least 100% after the repayment of both principal and the interest.

Regulation of establishment of overseas insurance institutions

An insurance company may apply to the CIRC for approval for the establishment of overseas branches, overseas insurance companies and overseas insurance intermediaries, or the acquisition of overseas insurance companies or intermediaries. In order to submit such an application, an insurance company must have an operating history of no less than two years, total assets of no less than RMB 5 billion as at the end of the prior year and foreign exchange funds of no less than US\$15 million or its equivalent in other freely convertible currencies as at the end of the preceding year. The applicant insurance company must also comply with applicable solvency, risk management and other requirements as stipulated by the CIRC.

Compliance with regulatory requirements

Our management confirms that, except as set out in the sections entitled "Item 3. Key Information - Risk Factors - Risks Relating to the PRC Life Insurance Industry", All of our individual agents are required to obtain qualification certificates and all of our institutional insurance agencies and brokers are required to obtain permits and be registered. If a substantial number of our individual agents, institutional insurance agencies and brokers fail to meet these qualification and registration requirements or this failure results in policyholders canceling their policies, our business may be materially and adversely affected. , we have complied in all material respects with all applicable regulatory requirements set out above.

Table of Contents***Regulation of Foreign-Invested Insurance Companies***

China acceded to the WTO on December 11, 2001. As a result of China's commitments in connection with the accession, the Chinese insurance market is gradually opening up to foreign insurers and insurance-related service providers. A foreign life insurer with total assets of no less than US\$5,000 million and 30 years of industry experience in any WTO member country, and which has had a representative office for two years in China, is permitted to form a life insurance joint venture with a domestic partner of its choice. Foreign life insurers may own up to one-half of the joint venture. In addition, the geographic limitation on foreign life insurers, which were permitted to operate only in specified cities, has been lifted since December 11, 2004. Accordingly, foreign life insurers have been permitted to provide group life insurance, health insurance and annuity and other pension-like products since December 11, 2004. In addition, since December 11, 2006, foreign insurance brokers have been permitted to set up wholly owned subsidiaries in China.

Foreign-invested insurance companies, including Sino-foreign equity joint ventures, wholly foreign-owned insurance companies and branches of foreign insurance companies, are generally regulated in the same manner as domestic insurance companies. Foreign-invested insurance companies may not, without the approval of the CIRC, engage in transactions with their affiliates, including reinsurance transactions and purchases and sales of assets. In addition, where the foreign-invested insurance company is a branch of a foreign insurance company, it is required to notify the CIRC of fundamental events relating to the foreign insurance company within ten days following the occurrence of the event. Reportable events include: (1) a change of name, senior management or jurisdiction of incorporation of the foreign insurance company, (2) a change in the foreign insurance company's share capital, (3) a change in any person beneficially owning 10% or more of the foreign insurance company's shares, (4) a change in business scope, (5) the imposition of administrative sanctions by any applicable regulatory authority, (6) a material loss incurred by the foreign insurance company, (7) a spin-off, merger, dissolution, revocation of corporate franchise or bankruptcy involving the foreign insurance company and (8) other events specified by the CIRC. If the foreign insurance company is dissolved, or its corporate franchise is revoked or it is declared bankrupt, the Chinese branch of the foreign insurance company will be prohibited from conducting any new business.

Regulation of Insurance Asset Management Companies

An insurance asset management company is a limited liability company or joint stock company that manages insurance funds on behalf of others. Insurance asset management companies are regulated by the CIRC.

Minimum capital requirements

The registered capital of an insurance asset management company may not be lower than the greater of (1) RMB 30 million; and (2) 0.1% of the insurance funds it manages, provided that the minimum capital is not required to exceed RMB 500 million.

Business operations

An insurance asset management company may conduct the following businesses: (1) managing and operating insurance funds entrusted by its shareholders; (2) managing and operating insurance funds entrusted by another insurance company controlled by its shareholders; (3) managing and operating its own insurance funds; and (4) other businesses otherwise approved by the CIRC or other departments of the State Council.

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The investments of the insurance funds by insurance asset management companies are subject to the same requirements and limitations applicable to the investments by the insurance companies themselves. With the regulatory expansion of insurance company investment powers, the investment powers of insurance asset management companies over their own funds have been expanded as well to cover subordinated bonds issued by banks and insurance companies and bank subordinated bonds.

In connection with the funds being managed by an insurance asset management company, a custodian is required to be appointed. The custodian must be an independent commercial bank or financial institution satisfying applicable CIRC requirements.

Shareholding restrictions

At least 75% of the shares of an insurance asset management company must be owned by domestic insurance companies, and at least one of the shareholders of an insurance asset management company must be an insurance company or insurance holding company satisfying specified requirements.

Investment risk control

Both insurance companies and asset management companies must establish structures, arrangements and measures to recognize, assess, manage and control investment risks. Members of senior management may not be responsible for the management of departments in charge of investment decisions, investment transactions and risk controls at the same time. Branches of insurance companies may not manage insurance funds. Insurance asset management companies must arrange for separate investment managers to manage their own funds and the insurance funds from other insurance companies, as well as insurance funds from an insurance company that are of a different nature.

Major emergency response management

An insurance asset management company is required to establish a monitoring and precaution mechanism for major emergencies.

Regulation of Insurance Agencies, Insurance Brokers and Other Intermediaries

Insurance agents are business entities or individuals which or who act on behalf of an insurance company in respect of insurance matters. An insurance company is prohibited from using any agent not licensed by the CIRC to market its insurance products, and is responsible for the acts of its agents when the acts are within the scope of their agency. Licensed insurance agencies fall into three groups: dedicated agencies, non-dedicated agencies and individual agents. A dedicated agency is a company organized under the PRC company law whose principal business is to act as an agent of insurance companies. Dedicated agencies are subject to minimum capital and other requirements, and their business is generally limited to insurance-related activities.

A non-dedicated agency is a business entity whose principal business is other than as an insurance agency. To receive a license, the agency business must have a direct relationship with its principal business, which the CIRC has interpreted as permitting banks and banking operations of post offices to act as non-dedicated insurance agencies.

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An individual agent is an individual acting as agent for an insurer. To receive a license from the CIRC, the individual is required to hold a CIRC qualification certificate issued by the CIRC. In addition, the individual must not have committed any criminal offense or violation of any financial or insurance law or regulation and must be engaged in the insurance agency business full time. An individual insurance agent is permitted to act on behalf of only one life insurance company.

Approximately 99.8% of our individual agents hold a CIRC qualification certificate. In May 2004, the CIRC issued a circular requiring insurance companies to take effective measures in carrying out the qualification certification requirement. Furthermore, no insurance company may issue a company certificate to any person, identifying that person as its sales representative, if the person does not have a CIRC qualification certificate. Under the circular, we are also required to take appropriate measures to improve both the participation of our agents taking the qualification examination and their success rate, and to report to the CIRC on a quarterly basis the percentage of our agents holding a CIRC qualification certificate. In April 2006, the CIRC issued regulations on the administration of individual agents, effective July 1, 2006, in order to further strengthen the administration of individual agents. Under these regulations, insurance companies that retain individual agents without CIRC qualification certificates and underwriting certificates to engage in insurance sales activities will be warned and fined up to RMB 30,000, and the responsible members of senior management and other responsible personnel of such insurance companies will also be warned and fined up to RMB 10,000. In serious circumstances, the CIRC may order the insurance companies to remove the responsible members of senior management and other responsible personnel from office and reject any application for establishing branch offices by such insurance companies. At the end of 2007, the CIRC further required that no insurance company can enter into any agency agreement with an individual agent who is not holding a qualification certificate or engage the agent in any insurance sale activities. We are working with our agents who are not yet CIRC-qualified to obtain the CIRC qualification certificate.

All insurance agencies and agents are required to enter into agency agreements that specify the duration of the agency; the amount of the agency fee and the method of payment; the scope of the agency, including the insurance products to be marketed; and other relevant matters. Absent specific CIRC approval, insurance agents are prohibited from signing insurance and annuity products on behalf of the insurance companies they represent. None of our agents is authorized to sign insurance policies or annuity contracts for us.

Insurance agencies are required to open special accounts for the handling of funds that they hold or collect for the insurance companies they represent. They may not engage in the following activities: dealing with unauthorized insurers or insurance intermediaries, engaging in activities beyond their authorized business scope or geographical area, causing injury to the rights of the insurance companies they represent, spreading rumors or otherwise injuring the reputation of others in the insurance industry, misappropriating the funds of the insurance companies they represent, defrauding insurance customers through false or misleading representations or material omissions, using undue influence to induce insurance customers to purchase insurance, or defrauding the insurance companies they represent through collusion with the insured or the insurance beneficiary. In addition, dedicated insurance agencies are subject to various reporting requirements, including submission of annual financial reports, and are subject to supervision and examination by the CIRC.

Insurance brokers, which represent individuals and companies purchasing insurance, and other intermediaries are subject to similar regulatory requirements regarding their activities. Among other things, they are subject to supervision and examination by the CIRC, and fundamental corporate changes must be approved by the CIRC. Only companies organized under the PRC company law and meeting the requirements set by the CIRC are authorized to act as insurance brokers.

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No. 2 Interpretation of Accounting Standard for Business Enterprises

On August 7, 2008, the MOF issued the No.2 Interpretation of Accounting Standard for Business Enterprises, requiring listed companies which issue both H shares and A shares to adopt consistent accounting policies to recognize, calculate and report a particular transaction in their H share financial statements and A share financial statements, except for certain differences in relation to the reversal of impairment losses of long-term assets and disclosures in relation to related party transactions.

On January 5, 2009, the CIRC issued the Notification on the Implementation of the No.2 Interpretation of Accounting Standards for Business Enterprises in the Insurance Sector (No.1 [2009] of CIRC), which requires insurance companies to make appropriate changes to their accounting policies that cause differences between onshore and offshore financial statements when preparing their 2009 annual financial statements, such that the same accounting policies and estimates will apply to a particular transaction.

On December 22, 2009, the MOF issued the Notification on the Promulgation of the Regulations regarding the Accounting Treatment of Insurance Contracts, which regulates issues relating to, among other things, the unbundling of mixed insurance contracts, tests for significant insurance risks and the calculation of reserves for insurance contracts, and requires insurance companies to comply with these requirements beginning with the preparation of their financial statements for the year ended December 31, 2009. For accounting treatments of any transactions and items adopted in previous years which differ from those set out in the MOF's regulations, they should be retrospectively adjusted unless any such adjustment is not practicable under the circumstances.

Audit by the PRC National Audit Office

According to the PRC Audit Law and the 2010 Audit Plan of the PRC National Audit Office, or the NAO, in February 2010 the NAO contacted us and began preliminary work in preparation for a routine audit on the Company to be conducted beginning May 2010. We understand that this is a routine audit on relevant financial institutions, and we will actively cooperate with the NAO during its audit. We cannot assure you that there will not be any unfavorable findings in the audit results issued by the NAO.

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C. ORGANIZATIONAL STRUCTURE

- (1) Wholly owned
by CLIC

- (2) Formerly known
as China Life
Asset
Management
(Hong Kong)
Company
Limited

Table of Contents**List of Significant Subsidiaries**

Name of Subsidiary	Jurisdiction of Incorporation	Proportion of Ownership Interest Owned by China Life
China Life Asset Management Company Limited	The People's Republic of China	60% (directly)
China Life Franklin Asset Management Company Limited ⁽¹⁾	Hong Kong	50% ⁽²⁾ (indirectly through affiliate)
China Life Pension Company Limited ⁽²⁾	The People's Republic of China	92.2% ⁽³⁾ (directly and indirectly through affiliate)

(1) Formerly known as China Life Asset Management Company Limited (Hong Kong)

(2) AMC, which is 60% owned by us, owns 50%

(3) We own 87.4% and AMC, which is 60% owned by us, owns 4.8%

Table of Contents**D. PROPERTY, PLANTS AND EQUIPMENT**

As of December 31, 2009, we owned and leased 5,692 and 4,585 properties respectively, and had 229 properties under construction. Among the 5,921 properties owned by us, 647 properties are leased to independent third parties while the remaining properties are mainly occupied by us as office premises.

On February 22, 2010, we entered into a new property leasing agreement with China Life Investment Holding Company Limited under substantially the same terms as the previous property leasing agreement which expired on December 31, 2009. Under the new property leasing agreement, which will expire on December 31, 2010, China Life Investment Holding Company Limited agreed to lease to us 2,182 properties owned by it. The annual rent is determined by reference to market rent or, where there is no available comparison, by reference to the costs incurred by China Life Investment Holding Company Limited in holding and maintaining the properties, plus a margin of approximately 5%.

ITEM 4A. UNRESOLVED STAFF COMMENTS.

None.

ITEM 5. OPERATING AND FINANCIAL REVIEW AND PROSPECTS.

You should read the following discussion and analysis in conjunction with the audited consolidated financial statements and accompanying notes included elsewhere in this annual report.

Our consolidated financial statements have been prepared in accordance with IFRS as issued by the IASB, which differ in certain aspects from U.S. GAAP. Following our adoption of IFRS in 2009, we are no longer required to reconcile our consolidated financial statements prepared in accordance with IFRS to U.S. GAAP.

In accordance with IFRS 1, we have presented comparative consolidated financial statements as of and for the year ended December 31, 2008 and as of January 1, 2008 in accordance with IFRS. The impact of the transition to IFRS from consolidated financial statements previously prepared in accordance with HKFRS on our consolidated equity as of January 1, 2008 and December 31, 2008 and our net profit for the year ended December 31, 2008, is detailed in note 2.1 to our consolidated financial statements included elsewhere in this annual report.

As permitted by IFRS 1, property, plant and equipment are recorded at deemed cost, which was determined based on a revaluation of fair value as of June 30, 2003 when we were established. The re-valued amount became deemed cost at the date of revaluation. Depreciation was applied from the date of revaluation to the date of transition to IFRS.

As permitted by IFRS 1 and in accordance with the transitional exemption under IFRS 4, we continue to apply existing accounting policies under PRC GAAP to account for our insurance contracts. We also have the option to make improvements to our accounting policies. In December 2009, the MOF issued a new guidance for accounting treatment of insurance contract which modifies the recognition and measurement of insurance contracts on a retrospective basis. Before the adoption of this guidance, as accepted by the MOF, we accounted for insurance contracts that transfer insurance risk in accordance with statutory requirements on actuarial reserving methodologies and assumptions as promulgated by the CIRC. Under the new MOF guidance, we are required to recognize insurance premiums and benefits only from the contracts that transfer significant insurance risks, and determine insurance reserves based on expected future net cash flows from guaranteed benefits, non-guaranteed benefits, expenses, premiums and other charges with considerations of margin and discounting effects. The previous guidance issued by the CIRC remains applicable for PRC regulatory reporting purposes, such as those relating to solvency calculation.

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Since these are our first consolidated financial statements prepared in accordance with IFRS, under the accommodation provided by the SEC in respect of first-time application of IFRS, the following discussion and analysis is limited to our financial condition and results of operations for the years ended December 31, 2008 and 2009, and no comparative information for the year ended December 31, 2007 has been included.

Overview of Our Business

We are the leading life insurance company in China. We provide a broad range of insurance products, including individual life insurance, group life insurance, accident insurance and health insurance products. We had nearly 115 million individual and group life insurance policies, annuity contracts and long-term health insurance policies in force as of December 31, 2009. We also offer accident and short-term health insurance policies to individuals and groups.

We report our financial results according to the following three principal business segments:

Individual life insurance, which offers participating and non-participating life insurance and annuities to individuals. The financial results of our individual long-term health and long-term accident insurance business are also reflected in our individual life insurance business segment. Our individual life insurance business comprises long-term products, including long-term health and long-term accident insurance products, meaning products having a term of more than one year at the date of their issuance.

Group life insurance, which offers participating and non-participating life insurance and annuities products to companies and institutions. The financial results of our group long-term health and long-term accident insurance business are also reflected in our group life insurance business segment. Our group life insurance business comprises long-term products.

Short-term insurance, which offers short-term accident insurance and health insurance to individuals and groups. Our short-term insurance businesses comprise short-term products, meaning products having a term of one year or less at the date of their execution.

In addition, AMC manages our investment assets and, separately, substantially all of those of CLIC, pursuant to two asset management agreements, one with us and one with CLIC. See Item 4. Information on the Company Business Overview Asset Management Business . CLPCIC engages in property and casualty insurance business. See Item 4. Information on the Company Business Overview Property and Casualty Business . China Life Pension engages in pension insurance business. See Item 4. Information on the Company Business Overview Pension Insurance Business .

Financial Overview of Our Business

We had total gross written premiums of RMB 275,970 million (US\$40,430 million) and net profit attributed to our shareholders of RMB 32,881 million (US\$4,817 million) for the year ended December 31, 2009. Our principal business segments had the following results:

Individual life insurance had total gross written premiums of RMB 261,715 million (US\$38,341 million) in 2009.

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Group life insurance had total gross written premiums of RMB 190 million (US\$28 million) in 2009. *Short-term insurance* had total gross written premiums of RMB 14,065 million (US\$2,061 million) in 2009.

Our business and the business of CLIC has been characterized by rapid growth of premium income over the past several years, particularly due to increased sales of participating products.

Factors Affecting Our Results of Operations

Revenues, Expenses and Profitability

We earn our revenues primarily from:

insurance premiums from the sale of life insurance policies and annuity contracts, including participating and non-participating policies and annuity contracts with life contingencies, as well as accident and health insurance products. Net premiums earned accounted for 81.1% of total revenues in 2009.

investment income and realized and, in some cases, unrealized gains and losses from our investment assets. Investment income and net realized and unrealized gains and losses accounted for 18.2% of total revenues in 2009.

In addition, following the restructuring, we receive service fees for policy management services we provide to CLIC. AMC also receives asset management fees for asset management services provided to CLIC. See Item 7. Major Shareholders and Related Party Transactions Related Party Transactions .

Our operating expenses primarily include:

insurance benefits provided to our policyholders, accident and health claims and claim adjustment expenses;

increase in insurance contracts liabilities;

investment contract benefits;

policyholder dividends resulting from participation in profits;

underwriting and policy acquisition costs; and

administrative and other expenses.

In addition, we pay rent to China Life Investment Holding Company Limited on the properties we lease from it.

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Our profitability depends principally on our ability to price and manage risk on insurance and annuity products, our ability to maximize the return on investment assets, our ability to attract and retain customers, and our ability to manage expenses. In particular, factors affecting our profitability include:

- our ability to design and distribute products and services and to introduce new products which gain market acceptance on a timely basis;
- our ability to price our insurance and investment products at levels that enable us to earn a margin over the costs of providing benefits and the expense of acquiring customers and administering those products;
- our returns on investment assets;
- our mortality and morbidity experience;
- our lapse experience, which affects our ability to recover the cost of acquiring new business over the lives of the contracts;
- our cost of administering insurance contracts and providing customer services;
- our ability to manage liquidity and credit risk in our investment portfolio and to manage duration risk in our asset and policy portfolios through asset-liability management; and
- changes in regulations.

In addition, other factors, such as competition, taxes, securities market conditions and general economic conditions, affect our profitability.

Interest Rates

For many of our long-term life insurance and annuity products, we are obligated to pay a minimum interest or crediting rate to our policyholders or annuitants. These products expose us to the risk that changes in interest rates may reduce our spread, or the difference between the rate of return we are able to earn on our investments intended to support our insurance obligations and the amounts that we are required to pay under the policies. The minimum rate we pay is established when the product is priced, subject to a cap set by the CIRC and which may be adjusted from time to time. Currently, the CIRC cap is 2.50%. If the rates of return on our investments fall below the minimum rates we guarantee, our profitability would be adversely affected. During the year 2008, in light of the global economic downturn, the PBOC reduced the interest rate on one year deposits from 4.14% to 2.25% in an effort to bolster the economy. The interest rate remained unchanged during the year 2009. If the economic condition improves in the future, the Chinese government may adjust the interest rates accordingly. If the interest rates were to be increased, but the CIRC did not raise the cap, sales of some of our products, including our non-participating products, could be adversely impacted. An increase in guaranteed rates caused by a rise in the CIRC cap may lead to an increase in surrenders and withdrawals of our existing products which offer rates lower than the new rates.

Interest rates also affect our returns on investment assets, a large proportion of which is held in negotiated bank deposits and debt securities. In a declining interest rate environment, interest rate changes expose us to reinvestment risks. In a rising interest rate environment, higher rates may yield greater interest income but also may generate unrealized capital losses for debt securities designated as trading, causing us to incur realized capital losses for securities we reinvest or requiring us to take an impairment if the market value of debt securities declines for an extended period.

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Sustained levels of high or low interest rates also may affect the relative popularity of our various products. For example, the recent popularity of our participating products is partially driven by the protracted comparatively low interest rate environment in China and the 2.50% cap set by the CIRC on the guaranteed rates of return we may apply. The investment nature of the product, including the enhanced yield by means of dividends, has proven to be attractive to China's insurance buyers.

Investments

As an insurance company, we are limited by Chinese law and regulations in the types of assets in which we may invest policyholder funds. See Item 4. Information on the Company Business Overview Investments and Item 4. Information on the Company Business Overview Regulatory and Related Matters Insurance Company Regulation Regulation of investments. We currently are prohibited from investing in other types of assets without the CIRC's approval. However, we understand that the CIRC is considering further easing these restrictions in the future. If the CIRC does so, this may permit us to invest in additional asset classes. Our only material concentration risk relates to our investments in Chinese government securities.

The limitations on the types of investments we are permitted to make affect the investment returns we are able to generate and subject us to various risks that we would not, or to a lesser extent, be subject to if we were able to invest in a wider array of investments. In particular, the limited availability of long-duration investment assets in the markets in which we invest has resulted in the duration of our assets being shorter than that of our liabilities. We believe that with the gradual easing of the investment restrictions imposed on insurance companies in China, such as the permission of overseas investments in qualified term deposits, debt securities and shares of Chinese companies listed on specified stock exchanges, as well as investments in domestic infrastructure projects, our ability to match the duration of our assets to that of our liabilities will improve. We also seek to reduce the risk of duration mismatch by focusing on product offerings whose maturity profiles are in line with the duration of investments available to us in the prevailing investment environment.

Our results can be materially affected by investment impairments. The following table sets forth impairment charges, which are included in net realized gains and losses, for the years ended December 31, 2008 and 2009.

	For the year ended December 31,	
	2008	2009
	(RMB in millions)	
Debt securities	2,023	200
Equity securities	(15,744)	(2,350)
Total	(13,721)	(2,150)

During the year ended December 31, 2008, we recognized impairment expense of RMB 15,744 million of available for sale equity securities for which we determined that objective evidence of impairment existed. The value of certain debt securities increased in 2008. During the year ended December 31, 2008, RMB 2,023 million of previously recognized impairment losses relating to certain available for sale debt securities decreased. This decrease related objectively to certain events occurring after the impairment was recognized and as such the previously recognized impairment loss was reversed.

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During the year ended December 31, 2009, we recognized impairment expense of RMB 2,350 million of available for sale equity securities for which we determined that objective evidence of impairment existed. Given the current market conditions, we believe that these securities may not recover in value in the near term and thus recorded the other-than-temporary impairment. These securities were not impaired due to company-specific events such as bankruptcies. During the year ended December 31, 2009, RMB 200 million of previously recognized impairment losses relating to certain available for sale debt securities entrusted to Min Fa Securities Co., Ltd., or Min Fa, decreased. As of December 31, 2008, we held RMB 400 million available for sale debt securities entrusted to Min Fa, which had been impaired entirely due to Min Fa's bankruptcy. During Min Fa's bankruptcy proceedings, we were granted certain shares listed on PRC stock exchanges with total fair value of RMB 200 million as of 31 December 2009 as a first distribution and accordingly RMB 200 million of the previously recognized impairment losses was reversed. Available-for-sale securities comprised of the following asset classes as of December 31, 2008 and 2009.

	As of December 31,			
	2008			2009
	Cost or amortized cost	Estimated fair value	Cost or amortized cost	Estimated fair value
	<i>(RMB in millions)</i>			
Debt securities				
Government bonds	73,130	80,006	50,623	51,996
Government agency bonds	180,135	191,121	167,312	165,231
Corporate bonds	64,388	67,505	103,603	102,553
Subordinated bonds/debt	17,265	17,588	21,198	21,045
Subtotal	334,918	356,220	342,736	340,825
Equity securities				
Funds	32,313	29,890	62,818	75,798
Common stocks	38,132	38,829	72,740	100,876
Subtotal	70,445	68,719	135,558	176,674
Total	405,363	424,939	478,294	517,499

We had gross unrealized gains of RMB 47,179 million and gross unrealized losses of RMB 9,157 million as of December 31, 2009. We had gross unrealized gains of RMB 31,854 million and gross unrealized losses of RMB 12,278 million as of December 31, 2008. The total unrealized losses as of December 31, 2009 and 2008 were 1.8% and 2.9% of total available-for-sale securities. The unrealized losses as of December 31, 2009 related primarily to the decrease of the market value of debt securities resulting from unfavorable market conditions. The SSE Index, a major stock exchange index in China, was at 3,277 points on December 31, 2009, which was a 80% increase from 2008. This resulted in a significant decrease in total unrealized losses of investment in equity securities. The unrealized losses as of December 31, 2008 related primarily to the sharp fall of the capital markets that year. We made substantially all of the revaluation adjustments on the basis of quoted market prices as of the relevant balance sheet dates.

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Financial assets other than those accounted for as at fair value through income are adjusted for impairments, where these are declines in value that are considered to be other than temporary.

Our rationale for an other-than-temporary impairment is based on a severe or prolonged decline in value. We determine a severe or prolonged decline after considering both quantitative and qualitative factors.

The qualitative factors include specific information on the financial status and performance of the investee, including but not limited to:

- loss of major contracts;
- breach of debt covenants; and
- bankruptcy.

The quantitative factors including the following:

- The market price of the equity securities was more than 50% below its cost at the balance sheet date;
- The market price of the equity securities was more than 20% below its cost for a period of at least six months at the balance sheet date; and
- The market price of the equity securities was below its cost for a period of more than one year.

Should we conclude that an unrealized loss is other-than-temporary, relevant financial assets are written down to their net realized value and charge is recorded in Net realized gains/(losses) on financial assets in the period the impairment is recognized. The impairment loss is reversed through the net profit if in a subsequent period the fair value of a debt security increases and the increase can be objectively related to an event occurring after the impairment loss was recognized through net profit. The impairment losses recognized in net profit on equity investments are not reversed.

See Critical Accounting Policies .

As of December 31, 2009, our total investment assets were RMB 1,172,145 million (US\$171,720 million) and the investment yield for the year ended December 31, 2009 was 5.78%. The investment yield primarily reflected the sharp improvement in the equity securities markets and the fall of the debt securities markets in 2009. We have made relevant adjustments to the investment portfolio by increasing the proportion of investments in equity securities and decreasing the proportion of investments in debt securities. As of December 31, 2008, our total investment assets were RMB 937,403 million and the investment yield for the year ended December 31, 2008 was 3.48%. The investment yield primarily reflected the high valuation of the investment assets at the beginning of year 2008, the global financial crisis and the sharp fall of the capital market. We have made relevant adjustments to the investment portfolio by decreasing the proportion of investments in equity securities and increasing the proportion of fixed-income assets. For 2008 and 2009, we calculated the investment yields for a given year by dividing the investment income for that year by the average of the ending balance of investment assets of that year and the previous year.

Table of Contents**Mix of Products**

The following table sets forth, for the transferred and new policies, premium information as of or for the years ended December 31, 2008 and 2009 by type of product in our individual life insurance business, group life insurance business and accident and health insurance business.

	As of or for the year ended			Annual growth rate (2008-2009)
	2008 RMB	December 31, 2009 RMB <i>(in millions)</i>	2009 US\$	
Individual life insurance business⁽¹⁾				
Whole life and term life insurance:				
Gross written premiums	35,729	38,665	5,664	8.2%
Endowment:				
Gross written premiums	188,099	184,841	27,079	(1.7%)
Annuities:				
Gross written premiums	28,302	38,209	5,598	35.0%
Group life insurance business⁽¹⁾				
Whole life and term life insurance:				
Gross written premiums	299	172	25	(42.5%)
Annuities:				
Gross written premiums	41	18	3	56.1%
Short-term insurance business⁽²⁾				
Accident gross written insurance premiums	6,221	7,076	1,037	13.7%
Health gross written insurance premiums	6,965	6,989	1,024	0.3%

(1) Including long-term health and accident products.

(2) Including short-term health and accident products.

Participating products tend to present us with less market risk, since we have more flexibility to set the level of dividends and because participating products are subject to guaranteed rates which are lower than those of non-participating products. In addition, changes in interest rates have less of an impact on their lapse rates than on

those of non-participating policies. Conversely, participating products tend to be less profitable for us than non-participating products, largely because the terms of these contracts effectively commit us to sharing a portion of our earnings from participating products with our policyholders. Pursuant to guidelines issued by the CIRC, we are required to pay to our participating policyholders dividends which are no less than 70% of the distributable investment earnings and mortality gains on participating products. However, participating products still provide us with attractive profit contributions given the growing level of sales volume they produce.

Products classified as investment contracts also affect our revenues, since only a portion of the payments we receive under them are recorded in our consolidated income statement as policy fees, while the majority of the payments are recorded as deposits under financial liabilities on our balance sheet. Although deposits are a measure of business volume and contribute to our profitability, they are not reflected in our revenues.

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Another factor affecting our revenue is the fact that a substantial amount of the premiums we receive on many individual and group life insurance products are made in single payments, rather than over the course of the policy. We believe that the popularity of single premium products is in line with purchasing patterns and demand in China. We have, however, adjusted our premium structure to focus more on sales of products with regular premiums, especially products with regular premiums for ten years or more, which has reduced the proportion of single written premiums of our total first-year gross written premiums. We believe that such strategy could contribute to a more steady development of our business and enhance the retention rate of our sales agent force.

Regulation

We operate in a highly regulated industry. Changes in regulation can have a significant impact on our revenues, expenses and profitability. China's insurance regulatory regime is undergoing significant changes toward a more transparent regulatory process and a convergent movement toward international standards. Among other things, recent changes to permitted investment channels for insurance companies have impacted our investment portfolio and returns. See Item 4. Information on the Company Business Overview Regulatory and Related Matters .

Critical Accounting Policies

We prepared the consolidated financial statements under the historical cost convention, as modified by financial assets and financial liabilities at fair value through profit or loss, available-for-sale financial assets, insurance contract liabilities and certain property, plant and equipment at deemed cost. The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires our management to exercise its judgment in the process of applying our accounting policies. Many of these policies, estimates and related judgments are common in the insurance and financial services industries; others are specific to our businesses and operations. The following sections discuss the accounting policies applied in preparing our financial statements that we believe are most dependent on the application of these judgments and estimates.

Reserves for Long-term Insurance Contracts

Long-term insurance contracts include whole life and term life insurance, endowment insurance and annuities policies with significant life contingency risk. Premiums are recognized as revenue when due from policyholders.

The reserve for long-term insurance contracts represents the present value of future payouts that will be required to fulfil the contractual obligations, taking account of margin. The long-term insurance contracts liabilities are calculated using various assumptions, including assumptions on mortality rates, morbidity rates, lapse rates, discount rate, and expenses assumption, and based on the following principles:

The reserves for long-term insurance contracts are recognized on the basis of best estimates of future payouts that will be required to fulfill the contractual obligations. These expenses refer to the expected net future cash outflows for the insurance contracts, which is the difference between the expected future cash outflows and the expected future cash inflows. The expected future cash inflows include cash inflows rising from the undertaking of insurance obligations. The expected future cash outflows are cash outflows incurred to fulfill contractual obligations, consisting of the following:

- (i) The guaranteed benefits based on contractual terms, including payments for deaths, disabilities, diseases, survivals, maturities and surrenders.

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- (ii) Additional non-guaranteed benefits, such as policyholder dividends.
- (iii) Expenses incurred to manage insurance contracts or to process claims, including administration and claim settlement expenses.

Various assumptions for the estimates are reviewed at the end of each reporting period and any changes will be recognized in net profit.

Margin has been taken into consideration while computing the reserve of insurance contracts, measured separately and recognized in the net profit in each period over the life of the contracts. At the inception of the contracts, we do not recognize Day 1 gain, whereas on the other hand, Day 1 loss is recognized as incurred.

Margin is comprised of risk margin and residual margin. Risk margin is the reserve accrued to compensate for the uncertain amount and timing of future cash flows. At the inception of the contract, the residual margin is calculated net of certain acquisition costs by us for not recognizing the Day 1 gain. The residual margin is amortized over the life of the contracts. The subsequent measurement of residual margin is independent from the best estimate of future discounted cash flows and risk margin. The assumption changes have no effect on the subsequent measurement of residual margin.

We have considered the impact of time value on the reserve calculation for insurance contracts.

We establish liabilities for long-term traditional insurance contracts based on the following assumptions:

For the insurance contracts of which future returns are affected by the investment yields of corresponding investment portfolios, investment return assumptions are applied as discount rates to assess the time value impacts on reserve computation. In developing discount rate assumptions, we consider investment experience, current and future investment portfolio and trend of the yield curve. The discount rate reflects the future economic outlook as well as our investment strategy. The assumed discount rate with risk margin ranges from 3.50% to 5.00% for the year of 2008 and ranges from 4.40% to 5.00% for the year of 2009.

For the insurance contracts of which the future returns are not affected by the investment yields of the corresponding investment portfolios, we use discount rate assumption to assess the time value impacts based on the yield curve of reserve computation benchmark for insurance contracts, published on China Bond website, with the consideration includes the liquidity spreads, taxation impacts and other relevant factors. The assumed discount rate with risk margin ranges from 2.81% to 4.95% for the year of 2008 and ranges from 2.69% to 5.32% for the year of 2009.

The discount rate assumption is affected by certain factors, such as future macro-economy, fiscal policies, capital market results and availability of investment channels for investments of our insurance funds. We determine discount rate assumption based on the information obtained at the end of each reporting period including consideration of risk margin.

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The mortality and morbidity assumptions are based on our historical mortality and morbidity experience. The assumed mortality rates and morbidity rates are varying by age of the insured and contract type.

We base our mortality assumptions on China Life Insurance Mortality Table (2000-2003), adjusted where appropriate to reflect our recent historical mortality experience. The main source of uncertainty with life insurance contracts is that epidemics and wide-ranging lifestyle changes could result in deterioration in future mortality experience, thus leading to an inadequate liability. Similarly, continuing advancements in medical care and social conditions could result in improvements in longevity that exceed those allowed for in the estimates used to determine the liability for contracts where we are exposed to longevity risk.

We base our morbidity assumptions for critical illness products on analysis of historical experience and expectations of future developments. There are two main sources of uncertainty. First, wide-ranging lifestyle changes could result in future deterioration in morbidity experience. Second, future development of medical technologies and improved coverage of medical facilities available to policyholders may bring forward the timing of diagnosing critical illness, which demands earlier payment of the critical illness benefits. Both could ultimately result in an inadequate liability if current morbidity assumptions do not properly reflect such secular trends.

Risk margin is considered in our mortality and morbidity assumptions.

The expense assumption has been based on expected unit costs with the consideration of risk margin.

Unit costs have been based on an analysis of actual experience and expressed on both a per-policy and a percent-of-premium basis. Our expense assumption is effected by certain factors, such as inflation, market competition and other factors. We determine expense assumption based on the information obtained at the end of each reporting period with the consideration of risk margin. We have estimated the percentage of premiums costs to be 1.59% to 1.74% of premiums for individual life products and 1.54% for group life products for 2008; and 1.05% to 1.17% of premiums for individual life products and 1.01% for group life products for 2009, in each case plus a fixed per-policy expense.

The lapse rates and other assumptions are effected by certain factors, such as future macro-economic trends, availability of financial substitutions, market competition and other factors, which brings uncertainty to lapse rate and other assumptions. The lapse rates and other assumptions are determined with reference to past experience where creditable, current conditions, future expectations and other information obtained at the end of each reporting period with consideration of risk margin.

We did not change our process used to determine assumptions for the insurance contracts, which are detailed in Note 13 to our Consolidated Financial Statements included elsewhere in this annual report.

Universal Life Contracts and Unit-linked Contracts

Universal life contracts and unit-linked contracts are unbundled into the following components:

- Insurance components; and
- Non-insurance components.

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The insurance components are accounted for as insurance contracts, and the non-insurance components are accounted for as investment contracts, which are stated in the investment contracts liabilities.

Investment Contracts

Revenue from investment contracts with or without discretionary participating features is policy fee income, which consists of various charges including, among others, policy fees, handling fees and management fees, during the period. Excess charges over certain acquisition cost are deferred as unearned revenue and amortized over the expected life of the contracts.

Except for unit-linked contracts, of which the liabilities are carried at fair value, the liabilities of investment contracts are carried at amortized cost.

Valuation of Investments

Debt securities that we have the ability and positive intent to hold to maturity are classified as held-to-maturity. These investments are carried at amortized cost. Debt securities and equity securities that we purchase with the intention to resell in the short term are classified as financial assets at fair value through income. Debt securities and equity securities other than those classified as held-to-maturity or financial assets at fair value through income are classified as available-for-sale securities. We regularly review the carrying value of our investments. If there is objective evidence of other-than-temporary impairment, the carrying value is reduced through a charge to income statement.

The following are the policies used:

Financial assets at fair value through income. This category has two sub-categories: financial assets held for trading and those designated at fair value through income at inception. A financial asset is classified as held for trading at inception if acquired principally for the purpose of selling in the short-term or if it forms part of a portfolio of financial assets in which there is evidence of short term profit-taking. Any other additional financial asset may be designated at fair value through income at inception by us.

Held-to-maturity securities. Held-to-maturity securities are non-derivative financial assets with fixed or determinable payments and debt securities that we have the positive intention and ability to hold to maturity.

Available-for-sale securities. Available-for-sale securities are non-derivative financial assets that are either designated in this category or not classified in either of the other categories.

Financial assets other than those accounted for as at fair value through income are adjusted for impairments, where there are declines in value that are considered to be an impairment. In evaluating whether a decline in value is an impairment for debt securities and equity securities, we consider several factors including, but not limited to the following: (a) significant financial difficulty of the issuer or debtor; (b) a breach of contract, such as a default or delinquency in payments; (c) it becomes probable that the issuer or debtor will enter bankruptcy or other financial reorganization; and (d) the disappearance of an active market for that financial asset because of financial difficulties. In evaluating whether a decline in value is impairment for equity securities, we also consider the extent or the duration of the decline. When the decline in value is considered impairment, held-to-maturity debt securities are written down to their present value of estimated future cash flows discounted at the securities effective interest rates; available-for-sale debt securities and equity securities are written down to their fair value, and the change is recorded in Net realized gains/(losses) on financial assets in the period the impairment is recognized. The impairment loss is reversed through the net profit if in a subsequent period the fair value of a debt security increases and the increase can be objectively related to an event occurring after the impairment loss was recognized through the net profit. The impairment losses recognized in net profit on equity instruments are not reversed.

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As of December 31, 2009, debt securities of RMB 87,856 million contain guarantees issued by third parties and, of those, 82.0% were guaranteed by either the Chinese government or a Chinese government controlled financial institution. Of the guarantees issued by government or government controlled financial institutions, 53.8% relates to a guarantee issued by a Chinese government ministry for debt securities issued by a government railway infrastructure entity. We monitor the credit worthiness of the third parties which have issued these guarantees using local Chinese credit ratings which are generally only utilized within China.

The fair value of the financial assets and liabilities is determined as follows:

Debt securities. The fair values of debt securities are generally based on current bid prices. Where current bid prices are not readily available, fair values are estimated using either prices observed in recent transactions, values obtained from current bid prices of comparable investments and valuation techniques when the market is not active.

Equity securities. The fair values of equity securities are generally based on current bid prices. Where current bid prices are not readily available, fair values are estimated using either prices observed in recent transactions or commonly used market pricing model. Equity securities, for which fair values cannot be measured reliably, are recognized at cost less impairment.

Term deposits (excluding structured deposits), loans and securities purchased or sold under agreements to resell or repurchase. The carrying amounts of these assets in the balance sheet approximate fair values.

Structured deposits. As the market for structured deposits is not active, we establish fair value by using discounted cash flow analysis and option pricing models as the valuation technique. We use the U.S. dollar swap rate, the benchmark rate, to determine the fair value of financial instruments.

Valuations are generally obtained from third party pricing services for identical or comparable assets, or through the use of valuation methodologies using observable market inputs, or recent quoted market prices. Valuation service providers typically gather, analyze and interpret information related to market transactions and other key valuation model inputs from multiple sources, and, through the use of widely accepted internal valuation models, provide a theoretical quote on various securities.

We utilize one pricing service for all of our debt securities. This pricing service provider is the only publicly-recognized pricing service provider in China, and its pricing information is used by the mutual fund industry and almost all companies in China. The prices obtained from the pricing service are non-binding. Our review and testing have shown the prices obtained from our pricing service to be appropriate. As such, during the year ended December 31, 2009, we did not consider it necessary to adjust the prices obtained from our pricing service.

For the year ended December 31, 2009, RMB 118,399 million of RMB 343,562 million debt securities with prices obtained from our pricing service were issued by the Chinese government and government controlled organizations. This pricing service utilized a discounted cash flow valuation model using market observable inputs (interest rates) to determine a fair value. There are no other significant market inputs. As such, we have classified these debt securities as Level 2 in the fair value hierarchy.

Management subjects the fair values provided by valuation service providers to a number of validation procedures. These procedures include a review of the valuation models utilized and the results of these models, as well as our own test recalculation of the prices obtained from the pricing service at each reporting date.

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We consider a combination of many factors in determining whether we believe a market for a financial instrument is active or inactive. Among these factors include:

- whether there has been any trades within past 30 days of the reporting date;
- the volume of the trades within this 30 day period; and
- the degree which the implied yields for a debt security for observed transactions differs from our understanding of the current relevant market rates and information.

Revenue Recognition

Premiums. Premiums from long-term life insurance contracts are recognized as revenue when due from the policyholders.

Premiums from the sale of short-term accident and health insurance contracts are recorded when written and are accreted to earnings on a pro-rata basis over the term of the related policy coverage. Contracts for which the period of risk differs significantly from the contract period recognize premiums over the period of risk in proportion to the amount of insurance protection provided.

Policy fee income. Revenue from investment contracts is recognized as policy fee income, which consists of various charges (including policy fees, handling fees, management fees) over the period during which service is provided. Excess charges over certain acquisition costs are deferred as unearned revenue and amortized over the expected life of the contracts. Policy fee income is presented as other income.

Investment income. Investment income is comprised of interest income from term deposits, cash and cash equivalents, debt securities, securities purchased under agreements to resell, loans, and dividend income from equity securities. Interest income is recorded on an accrual basis using the effective interest rate method. Dividend income is recognized when the right to receive a dividend payment is established.

Deferred taxation

Deferred income tax is recognized, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Substantively enacted tax rates are used in the determination of deferred income tax.

Deferred income tax assets are recognized to the extent that it is probable that future taxable profit will be available against which the temporary differences can be recognized.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries and associates except where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Recently Issued Accounting Standards

We adopted all standards, amendments and interpretations issued by the IASB that were effective as of December 31, 2009. In addition, we early adopted IAS 24 Related Party Disclosure (Revised 2009) which was not effective but allowed for early adoption.

Table of Contents**Inflation**

In recent years, China has not experienced significant inflation, and thus inflation has not had a significant effect on our business during the past two years. According to the China Statistical Bureau, China's overall national inflation rates, as represented by the general consumer price index, were approximately (0.7%), 5.9%, 4.8%, 1.5% and 1.8% in 2009, 2008, 2007, 2006 and 2005, respectively.

Foreign Currency Fluctuation

See Item 3. Key Information Risk Factors Risks Relating to the People's Republic of China Government control of currency conversion and the fluctuation of the Renminbi may materially and adversely affect our operations and financial results and Item 11. Quantitative and Qualitative Disclosures about Market Risk Foreign Exchange Risk .

A. OPERATING RESULTS**Year Ended December 31, 2009 Compared with Year Ended December 31, 2008*****Net Premiums Earned***

Net premiums earned increased by RMB 9,900 million, or 3.7%, to RMB 275,077 million in 2009 from RMB 265,177 million in 2008. This increase was primarily due to an increase in insurance business volume.

Individual Life Insurance Business

Net premiums earned from the individual life insurance business increased by RMB 9,581 million, or 3.8%, to RMB 261,694 million in 2009 from RMB 252,113 million in 2008. This increase was primarily due to the adjustment of our business structure to focus more on sales of products with regular premiums, which resulted in a more steady increase of our first-year premiums and renewal premiums.

Group Life Insurance Business

Net premiums earned from the group life insurance business decreased by RMB 150 million, or 44.2%, to RMB 189 million in 2009 from RMB 339 million in 2008. This decrease was primarily due to the adjustment of our business development strategies to focus more on development of risk-type products and to reduce the proportion of group annuity products.

Short-term Insurance Business

Net premiums earned from short-term insurance business increased by RMB 469 million, or 3.7%, to RMB 13,194 million in 2009 from RMB 12,725 million in 2008. Net premiums earned from the accident insurance business increased by RMB 864 million, or 14.3%, to RMB 6,886 million in 2009 from RMB 6,022 million in 2008 and net premiums earned from the health insurance business decreased by RMB 395 million, or 5.9%, to RMB 6,308 million in 2009 from RMB 6,703 million in 2008. These increases were primarily due to our increased development efforts for accident and health insurance business.

Investment Income

Investment income decreased by RMB 6,056 million, or 13.5%, to RMB 38,890 million in 2009 from RMB 44,946 million in 2008. The investment yield for the year ended December 31, 2009 was 5.78%, a 2.30 percentage point increase from the investment yield of 3.48% for the year ended December 31, 2008.

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Investment Income from Securities at Fair Value through Income

Investment income from securities at fair value through income decreased by RMB 567 million, or 62.9%, to RMB 335 million in 2009 from RMB 902 million in 2008. This was primarily due to a decrease in the total volume of financial assets at fair value through income and a decrease of dividends from securities investment funds.

Investment Income from Available-for-Sale Securities

Investment income from available-for-sale securities decreased by RMB 5,948 million, or 26.3%, to RMB 16,688 million in 2009 from RMB 22,636 million in 2008. This was primarily due to a decrease of dividends from securities investment funds.

Investment Income from Held-to-Maturity Securities

Investment income from held-to-maturity securities increased by RMB 637 million, or 6.9%, to RMB 9,882 million in 2009 from RMB 9,245 million in 2008. This was primarily due to an increase in interest income resulting from favorable structural adjustments of our investments in debt securities.

Investment Income from Term Deposits

Investment income from term deposits decreased by RMB 573 million, or 5.0%, to RMB 10,805 million in 2009 from RMB 11,378 million in 2008. This was primarily due to a decrease in interest income from deposits resulting from a decline in interest rates.

Investment Income from Loans

Investment income from loans increased by RMB 476 million, or 68.4%, to RMB 1,172 million in 2009 from RMB 696 million in 2008. This was primarily due to an increase in interest income from investments in bonds investment programs.

Net Realized Gains/(Losses) on Financial Assets

Net realized gains/(losses) on financial assets increased by RMB 27,208 million to RMB 21,244 million in 2009 from RMB (5,964) million in 2008.

Debt Securities

Net realized gains/(losses) on financial assets from debt securities increased by RMB 901 million, or 36.9%, to RMB 3,346 million in 2009 from RMB 2,445 million in 2008. This was primarily due to an increase in income from the purchase and sale of debt securities resulting from our adjustment of debt investment strategies by taking advantage of market opportunities.

Equity Securities

Net realized gains/(losses) on financial assets from equity securities increased by RMB 26,307 million to RMB 17,898 million in 2009 from RMB (8,409) million in 2008. This was primarily due to an increase in income from the purchase and sale of stocks and fund interests by taking advantage of favorable stock market conditions and a decrease in assets impairment.

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Net Fair Value Gains/(Losses) on Assets at Fair Value Through Income

We reflect net fair value gains/(losses) on assets at fair value through income in current year income. Our net fair value gains/(losses) on assets at fair value through income increased by RMB 8,643 million to RMB 1,449 million in 2009 from RMB (7,194) million in 2008.

Debt Securities

Net fair value gains/(losses) on assets at fair value through income from debt securities decreased by RMB 577 million, or 192.3%, to RMB (277) million in 2009 from RMB 300 million in 2008. This was primarily due to a decrease of the market value of debt securities (held-for-trading) resulting from unfavorable market conditions.

Equity Securities

Net fair value gains/(losses) on assets at fair value through income from equity securities increased by RMB 9,220 million to RMB 1,726 million in 2009 from RMB (7,494) million in 2008. This was primarily due to an increase of unrealized profits from stocks and fund interests resulting from favorable market conditions.

Other Income

Other income decreased by RMB 790 million, or 23.1%, to RMB 2,630 million in 2009 from RMB 3,420 million in 2008. This was primarily due to a decrease in policy fee income from investment contracts.

Insurance Benefits and Claims

Insurance benefits and claims, net of amounts ceded through reinsurance, increased by RMB 5,089 million, or 2.2%, to RMB 237,038 million in 2009 from RMB 231,949 million in 2008.

Individual Life Insurance Business

Insurance benefits and claims for the individual life insurance business increased by RMB 5,163 million, or 2.3%, to RMB 228,968 million in 2009 from RMB 223,805 million in 2008. This increase was primarily due to an increase in business volume and the accumulation of insurance liabilities.

Group Life Insurance Business

Insurance benefits and claims for the group life insurance business decreased by RMB 241 million, or 47.9%, to RMB 262 million in 2009 from RMB 503 million in 2008. This decrease was primarily due to the adjustment of our mix of products to reduce the business volume of group annuity products, which in turn resulted in a decrease of insurance benefits and claims for group annuity products.

Short-term Insurance Business

Insurance benefits and claims for the short-term insurance business increased by RMB 167 million, or 2.2%, to RMB 7,808 million in 2009 from RMB 7,641 million in 2008. This increase was primarily due to an increase in business volume.

Table of Contents***Investment Contract Benefits***

Investment contract benefits increased by RMB 211 million, or 10.9%, to RMB 2,142 million in 2009 from RMB 1,931 million in 2008. This increase was primarily due to an increase in average account balances resulting from the increased volume of investment contracts issued.

Policyholder Dividends Resulting from Participation in Profits

Policyholder dividends resulting from participation in profits increased by RMB 12,816 million, or 767.0%, to RMB 14,487 million in 2009 from RMB 1,671 million in 2008. This increase was primarily due to an increase in the investment yield for participating products.

Underwriting and Policy Acquisition Costs

Underwriting and policy acquisition costs decreased by RMB 1,264 million, or 5.2%, to RMB 22,936 million in 2009 from RMB 24,200 million in 2008. This decrease was primarily due to the adjustment of our product structure and improvement of our sales approach. Underwriting and policy acquisition costs were approximately 8.3% and 9.1% of net premiums earned in 2009 and 2008, respectively.

Administrative Expenses

Administrative expenses include employees' remuneration and other administrative expenses. Administrative expenses increased by RMB 2,067 million, or 12.4%, to RMB 18,719 million in 2009 from RMB 16,652 million in 2008. This increase primarily reflected business development and increased market competition.

Other Operating Expenses

Other operating expenses, which primarily consist of foreign exchange losses and expenses for non-core business, decreased by RMB 1,019 million, or 29.9%, to RMB 2,390 million in 2009 from RMB 3,409 million in 2008. This decrease primarily reflected a decrease in foreign exchange losses resulting from a relatively stable interest rate.

Profit before Income Tax

Our profit before income tax increased by RMB 21,786 million, or 109.2%, to RMB 41,745 million in 2009 from RMB 19,959 million in 2008.

Individual Life Insurance Business

Profit before income tax in the individual life insurance business increased by RMB 20,694 million, or 108.5%, to RMB 39,769 million in 2009 from RMB 19,075 million in 2008. This was primarily due to an increase in investment yields resulting from favorable capital market conditions.

Group Life Insurance Business

Profit before income tax in the group life insurance business increased by RMB 386 million, or 476.5%, to RMB 467 million in 2009 from RMB 81 million in 2008. This was primarily due to the adjustment of our business strategies to focus more on sales of risk-type insurance products which are more profitable and an increase in investment yields resulting from favorable capital market conditions.

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Short-term Insurance Business

Profit before income tax in short-term insurance business decreased by RMB 176 million, or 29.5%, from RMB 420 million in 2009 from RMB 596 million in 2008. This was primarily due to increased market competition.

Income Tax

We pay income tax according to applicable Chinese enterprise income tax regulations and rules. Income tax expense, including current and deferred taxations, increased by RMB 8,024 million, or 1,171.4%, to RMB 8,709 million in 2009 from RMB 685 million in 2008. This increase was primarily due to an increase in profit before income tax, a decrease in non-taxable income and an increase in additional tax liability from expenses not deductible for tax purposes.

Non-taxable income mainly includes interest income from government bonds and distribution from securities investment funds. The non-taxable income decreased by RMB 1,897 million, or 41.9%, to RMB 2,627 million in 2009 from RMB 4,524 million in 2008.

Expenses not deductible for tax purposes mainly include commissions, brokerage and donation expenses in excess of deductible amounts as allowed by relevant tax regulations. Expenses not deductible for tax purposes increased by RMB 324 million, or 165.3%, to RMB 520 million in 2009 from RMB 196 million in 2008.

Our effective tax rate for 2009 was 20.86%, which increased by 14.8 percentage points from an effective tax rate for 2008 of 6.1%. The increase was primarily due to a decrease in non-taxable income and an increase in additional tax liability from expenses not deductible for tax purposes.

Net Profit Attributable to Shareholders of the Company

For the reasons set forth above, net profit attributable to shareholders of the Company increased by RMB 13,744 million, or 71.8%, to RMB 32,881 million in 2009 from RMB 19,137 million in 2008. This increase was primarily due to an increase in investment yield resulting from favorable capital market conditions.

Investment Assets

Our total investment assets increased by RMB 234,742 million, or 25.0%, to RMB 1,172,145 million in 2009 from RMB 937,403 million in 2008.

Term Deposits

Term deposits increased by RMB 116,711 million, or 51.1%, to RMB 344,983 million in 2009 from RMB 228,272 million in 2008. This increase was primarily due to our increased efforts for investment in negotiated deposits with floating interest rates.

Held-to-Maturity Investments

Held-to-maturity investments increased by RMB 23,170 million, or 10.9%, to RMB 235,099 million in 2009 from RMB 211,929 million 2008. This was primarily due to an increase in our total investment assets.

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Available-for-Sale Securities

Available-for-sale assets increased by RMB 92,560 million, or 21.8%, to RMB 517,499 million in 2009 from RMB 424,939 million in 2008. This was primarily due to an increase in our total investment assets.

Securities at Fair Value Through Income

Securities at fair value through income decreased by RMB 4,966 million, or 35.2%, to RMB 9,133 million in 2009 from RMB 14,099 million in 2008. This was primarily due to a decrease in the volume of held-for-trading fund interests.

Cash and Cash Equivalents

Cash and cash equivalents increased by RMB 2,112 million, or 6.2%, to RMB 36,197 million in 2009 from RMB 34,085 million in 2008. This was primarily due to an increase in the total investment assets offset in part by the decrease of the proportion of cash and cash equivalents in the total investment assets resulting from our substantially increased investment in negotiated deposits.

Loans

Loans increased by RMB 5,155 million, or 28.8%, to RMB 23,081 million in 2009 from RMB 17,926 million in 2008. This was primarily due to the increased demand for policy loans.

Liabilities

Our total liabilities increased by RMB 200,859 million, or 24.7%, to RMB 1,013 billion in 2009 from RMB 812,622 million in 2008.

Liabilities of Insurance Contracts

Liabilities of insurance contracts increased by RMB 155,299 million, or 23.4%, to RMB 818,164 million in 2009 from RMB 662,865 million in 2008. This was primarily due to an increase in business volume and the accumulation of insurance liabilities.

Financial Liabilities

Financial liabilities increased by RMB 24,426 million, or 31.9%, to RMB 100,879 million in 2009 from RMB 76,453 million in 2008. This was primarily due to an increase in securities sold under agreements to repurchase.

Policyholder Dividends Payable

Policyholder dividends payable increased by RMB 11,409 million, or 26.4%, to RMB 54,587 million in 2009 from RMB 43,178 million in 2008. This was primarily due to an increase in investment yield for participating products and an increase in unrealized profit of financial assets (available for sale).

Annuity and Other Insurance Balances Payable

Annuity and other insurance balances payable increased by RMB 741 million, or 14.9%, to RMB 5,721 million in 2009 from RMB 4,980 million in 2008. This was primarily due to the accumulation of insurance liabilities.

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Deferred Tax Liabilities

Deferred tax liabilities increased by RMB 6,017 million, or 58.2%, to RMB 16,361 million in 2009 from 10,344 million in 2008. This was primarily due to an increase in unrealized profit from financial assets (available for sale).

Shareholders Equity

As of December 31, 2009, shareholders equity was RMB 211,072 million and increased by RMB 37,125 million, or 21.3%, from RMB 173,947 million as of December 31, 2008. This increase was primarily due to an increase in business volume and investment yields.

B. LIQUIDITY AND CAPITAL RESOURCES

Liquidity Sources

Our principal cash inflows come from insurance premiums, proceeds from sales and maturity of financial assets, and net investment income. The primary liquidity concerns with respect to these cash inflows are the risk of early withdrawals by contract holders and policyholders, as well as the risks of default by debtors, interest rate changes and other market volatilities. We closely monitor and manage these risks. See Item 4. Information on the Company Business Overview Investments .

Additional sources of liquidity to meet unexpected cash outflows are available from our investment portfolio. As of December 31, 2009, the amount of cash and cash equivalents was RMB 36,197 million. In addition, substantially all of our term deposits with banks allow us to withdraw funds on deposit, subject to a penalty interest charge. As of December 31, 2009, the amount of term deposits was RMB 344,983 million. As of December 31, 2009, investments in debt securities had a fair value of RMB 582,885 million.

Our investment portfolio also provides us with a source of liquidity to meet unexpected cash outflows. As of December 31, 2009, investments in equity securities had a fair value of RMB 179,405 million. However, the PRC securities market is still at an early stage of development, and we are subject to market liquidity risk because the market capitalization and trading volumes of the public exchanges are relatively lower than those in more developed financial markets. We are also subject to market liquidity risk due to the large size of our investments in some of the markets in which we invest. From time to time some of our positions in our investment securities may be large enough to have an influence on the market value. These factors may limit our ability to sell these investments at an adequate price, or at all.

Liquidity Uses

Our principal cash outflows primarily relate to the liabilities associated with our various life insurance, annuity and accident and health insurance products, dividend and interest payments on our insurance policies and annuity contracts, operating expenses, income taxes and dividends that may be declared and payable to our shareholders. Liabilities arising from our insurance activities primarily relate to benefit payments under these insurance products, as well as payments for policy surrenders, withdrawals and loans.

We believe that our sources of liquidity are sufficient to meet our current cash requirements.

Table of Contents**Consolidated Cash Flows**

The following sets forth information regarding consolidated cash flows for the periods indicated.

Net cash provided by operating activities was RMB 149,700 million in 2009, an increase of RMB 23,623 million from RMB 126,077 million in 2008. This increase was primarily due to an increase in written premiums and a decrease in claims payments.

Net cash used in investment activities was RMB 163,751 million in 2009, an increase of RMB 47,841 million from RMB 115,910 million in 2008. This increase was primarily due to an increase in total investment assets resulting from an increase of premiums received and net cash provided by financing activities.

Net cash provided by financing activities was RMB 16,167 million in 2009, an increase of RMB 17,278 million from RMB (1,111) million in 2008. This change was primarily due to financing activities conducted through bond repurchase transactions to provide cash for our investments in negotiated deposits under favorable market conditions. Our global share offering in December 2003 provided cash proceeds of approximately RMB 24,707 million (US\$3,062 million). As of the date of this annual report, a substantial part of the cash proceeds from our global offering was held in bank deposit accounts denominated in foreign currencies in China, part of the cash proceeds was invested in stocks listed on overseas stock exchanges, and part of the cash proceeds was invested in debt securities denominated in foreign currencies. We gradually converted approximately US\$300 million of the cash proceeds into Renminbi to reduce foreign exchange risks. We invested approximately US\$433 million, plus 2,282 million in Renminbi, in Guangdong Development Bank in December 2006. We used approximately HK\$5.8 billion for investments in Sino-Ocean Land Holdings Limited during its target offering in 2009.

Our A share offering in December 2006 provided cash proceeds of approximately RMB 27,810 million. As at the end of 2009, the cash proceeds from our A share offering were used to increase our share capital.

Ratio of Assets and Liabilities

Our ratio of assets and liabilities (total liabilities divided by total assets) as at December 31, 2009 and December 31, 2008 are as follows:

	As at December 31, 2009	As at December 31, 2008
Ratio of assets and liabilities	82.65%	82.29%

Table of Contents**Insurance Solvency Requirements**

The solvency ratio of an insurance company is a measure of capital adequacy, which is calculated by dividing the actual capital of the company (which is its admissible assets less admissible liabilities, determined in accordance with relevant CIRC rules) by the minimum capital it is required to meet. See Item 4. Information on the Company Business Overview Regulatory and Related Matters Insurance Company Regulation Solvency requirements . The following table shows our solvency ratio as of December 31, 2009 and December 31, 2008:

	As of December 31, 2009	As of December 31, 2008
	<i>(RMB in millions, except percentage data)</i>	
Actual capital	147,119	124,561
Minimum capital	48,459	40,154
Solvency ratio	303.59%	310.21%

The decrease in our solvency ratio was due to an increase in the minimum capital requirement resulting from our business development.

Contractual Obligations and Commitments

The following table sets out our contractual obligations and commitments as of December 31, 2009.

As of December 31, 2009	Not later than 1 year	Later than 1 year but not later than 3 years	Later than 3 years but not later than 5 years	Later than 5 years	Total
	<i>(RMB in millions)</i>				
Securities sold under agreements to repurchase	33,553				33,553
Annuity and other insurance balances payable	5,721				5,721
Insurance contracts	(7,558)	34,103	118,673	1,335,276	1,480,494
Investment contracts	18,386	20,121	13,595	34,352	86,454
Off balance sheet operating leases	297	371	107	49	824
Capital commitments	419	69			488
Total	50,818	54,664	132,375	1,369,677	1,607,534

Capital commitments represent our commitments with respect to the acquisition of property, plant and equipment.

The amounts set forth in the table above for insurance contracts and investment contracts in each column are the cash flows representing expected future benefit payments on policies in force as at December 31, 2009, relating to premiums received through December 31, 2009. No consideration is given to future premiums payments and the cash flows resulting therefrom, even though in the case for traditional insurance policies and certain investment contracts, the receipt of such premiums is necessary for the policies to remain in full force. The estimate is affected by numerous assumptions (depending on the product type), including assumptions related to mortality, morbidity, lapses, withdrawals, credited rates, loss ratio, claim adjustment expenses and other assumptions which affect our estimates of future payments. Many of these assumptions are inherently uncertain and outside our control. Accordingly, the actual experience may differ from our estimates.

Furthermore, as the benefit payments reported in the table above are not discounted from the date of payment back to December 31, 2009 and do not reflect the impact of future premiums, the sum of these payment amounts are different from the amount of corresponding liabilities in our consolidated balance sheet as of December 31, 2009. Policyholder dividends will not become a contractual obligation until the applicable policy anniversary is reached and the dividend amount is credited to the policy benefit liability or paid to the policyholder, and hence are not included in the table above. Reinsurance recoveries have not been taken into account.

Other than as set forth under capital commitments, we had no material, individually or in the aggregate, purchase obligations as of December 31, 2009.

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C. RESEARCH AND DEVELOPMENT, PATENTS AND LICENSES

None.

D. TREND INFORMATION

Please refer to our discussion in each section under Overview of Our Business , Factors Affecting Our Results of Operations , Critical Accounting Policies and Operating Results .

We review assumptions used in establishing reserves for long term insurance contracts and the impact of changes in these assumptions on our net profit. Changes in these assumptions might have a significant impact on our operating results. The changes in these assumptions resulted in an increase of RMB 8.1 billion in net profit in 2009 and resulted in an increase of RMB 3.7 billion in net profit in 2008. The sensitivity analysis of these assumptions is as follows:

holding all other variables constant, if mortality rates and morbidity rates increase or decrease from current best estimates by 10%, pre-tax profit for the year would have been RMB 8,899 million or RMB 9,290 million lower or higher.

holding all other variables constant, if lapse rates increase or decrease from current best estimates by 10%, pre-tax profit for the year would have been RMB 5,426 million or RMB 5,802 million lower or higher.

holding all other variables constant, if the discount rates are 50 basis points higher or lower than current best estimates, pre-tax profit for the year would have been RMB 23,429 million or RMB 27,157 million higher or lower.

See also Note 4.1.3 and Note 13(c) to our consolidated financial statements included elsewhere in this annual report.

E. OFF-BALANCE SHEET ARRANGEMENTS

As of December 31, 2009, we had not entered into any off-balance sheet arrangements.

F. TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS

See Liquidity and Capital Resources Contractual Obligations and Commitments .

Table of Contents**ITEM 6. DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES****A. DIRECTORS AND SENIOR MANAGEMENT**

The following table sets forth information regarding our current directors and executive officers. Unless otherwise indicated, their business address is c/o China Life Insurance Company Limited, 16 Financial Street, Xicheng District, Beijing 100033, China.

Name	Age	Position
Yang Chao	60	Chairman of the board of directors and executive director
Wan Feng	52	President and executive director
Lin Dairen	52	Vice President and executive director
Liu Yingqi	52	Vice President, executive director and secretary of the board of directors
Miao Jianmin	45	Non-executive director
Shi Guoqing	58	Non-executive director
Zhuang Zuojin	58	Non-executive director
Sun Shuyi	69	Independent director
Ma Yongwei	68	Independent director
Sun Changji	68	Independent director
Bruce Douglas Moore	61	Independent director
Liu Jiade	47	Vice president
Zhou Ying	56	Vice president
Su Hengxuan	47	Vice president
Miao Ping	52	Vice president
Hwei-Chung Shao	56	Chief actuary

Directors

Yang Chao has been our chairman since July 2005, the president of CLIC since May 2005 and the chairman of CLPCIC since December 2006. Between May 2005 and January 2006, he was our president. Between 2000 and 2005, Mr. Yang was the chairman and general manager of both China Insurance (Holdings) Company Limited and China Insurance H.K. (Holding) Company Limited. Mr. Yang graduated from Shanghai International Studies University and Middlesex University in the United Kingdom, majored in English and business administration, and obtained a Master's degree in business administration. Mr. Yang, a senior economist, has more than 30 years of experience in the insurance and banking industries, and was awarded a special allowance by the State Council. He is currently the vice president of National Association of Financial Market Institutional Investors, the chairman of the Chairmanship of China Federation of Industrial Economics, a member of Shanghai International Financial Center Construction Advisory Committee and a member of Association for Relations Across the Taiwan Straits.

Wan Feng has been our president, a vice president of CLIC and a director of China Life Pension since September 2007. He has been an executive director of our company since June 2006. Prior to serving as our president, he served as a vice president of our company since 2003. Mr. Wan has been in charge of our daily operations and management as authorized by board resolution since January 31, 2007. Mr. Wan also serves as a director of CLPCIC since November 2006 and a director of AMC since January 2006. Mr. Wan received a BA degree in economics from Jilin College of Finance and Trade, a MBA from Open University of Hong Kong, and a doctorate in finance from Nankai University in Tianjin. Mr. Wan, a senior economist, has 28 years of experience in the life insurance industry, and was awarded a special allowance by the State Council. He is currently the director of China Life Charity Foundation, the deputy director of China Association of Actuaries, a deputy director of Insurance Association of China, an executive director of Insurance Institute of China, a director of China Insurance Guarantee Fund Committee and a director of GDB.

Lin Dairen has been an executive director of our company since October 27, 2008. Mr. Lin has served as a vice president of our company since 2003, and as the executive director and president of China Life Pension from November 2006. Mr. Lin graduated in 1982 with a bachelor's degree in medicine from Shandong Province Changwei

Medical Institute. Mr. Lin, a senior economist, has 28 years of experience in the life insurance industry and has accumulated extensive experience in operations and management. He is currently the executive director of the Insurance Institute of China, the executive director of the Labor Institute of China and the executive director of Peking University China Center for Insurance and Social Security Research.

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Liu Yingqi has been an executive director of our company since October 27, 2008. Ms. Liu has served as a vice president of our company since January 2006, and as the Secretary of our board of directors since May 30, 2008. Ms. Liu has been a director of China Life Pension since November 2006. Between August 2003 and January 2006, Ms. Liu was the chairperson of our board of supervisors. Ms. Liu graduated with a BA in economics from Anhui University in 1982. Ms. Liu, a senior economist, has extensive experience in operation and management and over 23 years of experience in the operation and management of life insurance businesses and insurance administration. She is currently a director of the Insurance Institute of China.

Miao Jianmin has been a non-executive director of our company since October 27, 2008. Mr. Miao has been a vice president of CLIC since December 2005. Currently he also serves as the chairman of both AMC and China Life Franklin Asset Management Company Limited, the Chinese alternate representative of ABAC (APEC Business Advisory Council) and the director of the Insurance Association of China, and was awarded a special allowance by the State Council. He is one of the state-level candidates for the New Century Talents Projects of 2009. Mr. Miao graduated from the post-graduate division of the PBOC with a major in money and banking. He studied in the insurance faculty of Central University of Finance and Economics from 1982 to 1986. Mr. Miao is a senior economist.

Shi Guoqing has been a non-executive director of our company since 2004. Mr. Shi is also a vice president of CLIC from August 2003, and the chairman of China Life Insurance (Overseas) Co., Ltd., director of Beijing Oriental Plaza Company Limited, director of Hong Kong Huiyen Holding Company Limited, director of China World Trade Center Limited, director of China World Trade Center Company Limited, director of China World Trade Investments Limited, chairman of Shanghai PICC Tower Limited, and director of Shanghai Lujiazui Finance & Trade Zone United Development Co., Ltd. Mr. Shi graduated from Foreign Trade and Business College of Beijing in 1976. Mr. Shi, a senior economist, has over 30 years of experience in the insurance industry, and has accumulated extensive experience in the operation and management of insurance businesses.

Zhuang Zuojin has been a non-executive director of our company since June 2006, and has served as a vice president of CLIC from August 2003 and a director of AMC from June 2004. She has acted as a director of China Life Franklin Asset Management Company Limited from May 2006. Ms. Zhuang graduated from Correspondence College of CCP School, majored in economics and management and studied probability and statistics (major in insurance actuary) in Zhejiang University from September 1998 to January 2000. Ms. Zhuang, a senior accountant, has worked in the insurance industry for over 29 years, and has accumulated extensive experience in the operation and management of insurance businesses. She is currently the vice president of Financial Accounting Society of China.

Sun Shuyi has been an independent director of our company since 2004. He is the executive vice president of China Federation of Industrial Economics, vice chairman of the United China Enterprise Association, executive vice president of China Enterprise Association, and a member of the 10th Chinese People's Political Consultative Conference. From 1993 to 2001, Mr. Sun acted as the deputy general manager of General Office of the Central Steering Committee of Financial Affairs of China, deputy minister of Ministry of Labour and deputy party secretary of Central Government Enterprise Working Committee. Mr. Sun graduated from the University of Science and Technology of China in 1963 and is a senior engineer and certified public accountant.

Ma Yongwei has been an independent director of our company since 2006. Mr. Ma has been a member of the Standing Committee of National Committee of Chinese People's Political Consultative Conference since 2003. He was the chairman of the CIRC from 1998 to 2002. From 1996 to 1998, he served as the chairman and president of former China Insurance Group Company, from 1994 to 1996 as the chairman and president of former People's Insurance Company of China and from 1984 to 1994 served as the governor of Agricultural Bank of China. Mr. Ma graduated from finance department of Liaoning Finance and Economic University in 1966. Mr. Ma, a researcher, has over 37 years of experience in the banking industry and the insurance industry.

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Sun Changji has been an independent director of our company since May 2009. From January 1968, Mr. Sun worked in Sichuan Oriental Turbine Factory, serving as a section head, workshop director, deputy factory manager and factory manager. In July 1991, he was appointed as the deputy director-general of the production department of the Ministry of Machinery Industry of China, and he became the vice minister of the Ministry of Machinery Industry of China in April 1993. In April 1998, he became the first deputy director-general of the State Administration of Machinery Industry of China (deputy ministerial level). He became the deputy party secretary and vice president (deputy ministerial level) of Bank of China in January 1999. From September 1999 to August 2001, he served concurrently as the president of China Orient Asset Management Corporation. He became the vice chairman of Bank of China in November 2000, the vice chairman of Bank of China (Hong Kong) Limited in September 2001 and the secretary of commission for disciplinary inspection of Bank of China in June 2003 concurrently. From August 2004, he has served primarily as the vice chairman of Bank of China (Hong Kong) Limited and the vice chairman of China Machinery Industry Federation concurrently. Mr. Sun, now a researcher-level senior engineer, graduated from Tsinghua University in September 1966.

Bruce Douglas Moore has been an independent director of our company since May 2009. From 2002 to 2007, Mr. Moore was partner-in-charge of Asian actuarial services for Ernst & Young. He was based in Beijing for this job. He had served in actuarial leadership roles with Ernst & Young in New York and Tokyo. From 1995 to 2000, he was the head of international actuarial services in New York with Ernst & Young. In 2000, Mr. Moore worked with Ernst & Young in Beijing and was in charge of the business in Asian markets (including Japan). In 2001, he was responsible for Japan actuarial services in Tokyo. In 2002, he was responsible for Asian actuarial services (including Japan actuarial services) in Beijing. From 1982 to 1995, he worked in various senior financial management roles at Prudential Life Insurance (U.S.). Mr. Moore graduated from Brown University in 1971, with a major in applied mathematics. Mr. Moore is an FSA, FCAS, MAAA and CFA. Mr. Moore has over 35 years of experience serving the insurance industry as an executive or a consultant.

Supervisors

The following table sets forth information regarding our current supervisors.

Name	Age	Position
Xia Zhihua	54	Chairperson of board of supervisors
Shi Xiangming	51	Supervisor
Yang Hong	43	Employee representative supervisor
Wang Xu	43	Employee representative supervisor
Tian Hui	58	Supervisor

Xia Zhihua has been a supervisor of our company since January 2006 and the chairperson of our board of supervisors since March 2006. Ms. Xia served as the State Council's representative in CLIC, designated supervisor of bureau level grade official and office director of the board of supervisors of China Export & Credit Insurance Corporation from August 2003 to December 2005. Ms. Xia had 16 years work experience in the State Ministry of Finance relating to economic and financial management and 6 years of working experience as the State Council's representative in the board of supervisors of state-owned important financial institutions. Ms. Xia graduated from department of economics at Xiamen University in 1982 and received a BA degree in politics and economics. She graduated from department of economics at Xiamen University in 1984 and received a MA degree in world economics.

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Shi Xiangming has been the general manager of the supervisory department of our company since September 2008. Mr. Shi served as the deputy general manager of the human resources department and the office director of our company from September 2003 to September 2008. From March 2002 to August 2003, Mr. Shi served as the deputy general manager of our supervisory department of China Life Insurance Company. Mr. Shi graduated from the chemistry school of the first branch college of Beijing University, and received a bachelor's degree in science.

Yang Hong has been a supervisor of our company since October 2006 and is currently the general manager of our customer service department. From July 2003 to October 2006, Ms. Yang served as assistant general manager and deputy general manager of our business management department. Ms. Yang graduated in the computer department of Jilin University with a bachelor's degree.

Wang Xu has been the office director of our company since April 2009. He served as the deputy office director (in charge), deputy general manager of the group life insurance sales department, and deputy chief, chief and deputy general manager of the health insurance department of our company from January 1999 to April 2009. He also served as a doctor-in-charge of the orthopedics department of China Aerospace Central Hospital from 1989 to 1999.

Mr. Wang graduated from Suzhou Medical Institute with a bachelor's degree in medicine in 1989 and obtained a financial MBA degree from Chinese University of Hong Kong in 2004. Mr. Wang is an associate senior doctor.

Tian Hui has been a supervisor of our company since June 2004. He is currently the director and party secretary of China Coal International Engineering Research Institute. He was the director and party secretary of China Coal International Engineering Research Institute from June 2006 to April 2008 and director and deputy party secretary of China Coal International Engineering Research Institute from 2000 to 2006. Mr. Tian obtained a bachelor's degree from Fuxin Minery School and a doctor's degree from China University of Mining & Technology Beijing respectively. Mr. Tian is a professor-level senior engineer and a master of China construction design, and was awarded a special allowance by the State Council.

Senior Management

Wan Feng, see Directors and Senior Management Directors for his profile.

Lin Dairen, see Directors and Senior Management Directors for his profile.

Liu Yingqi, see Directors and Senior Management Directors for her profile.

Liu Jiade has been a vice president of our company since 2003 and a director of AMC from June 2004. Mr. Liu has served as a director of China Life Franklin Asset Management Company Limited since May 2006, and as a director of GDB since December 2006. He became the vice director of the finance bureau of the Ministry of Finance since 2000. Mr. Liu is a graduate of Central Finance College in 1984 (now Central University of Finance and Economics), with a bachelor's degree in public finance. He is currently a director of the Insurance Institute of China and a member of the State Ministry of Finance Accounting Informationization Committee.

Zhou Ying has been a vice president of our company since August 2008 and served as the secretary of our commission for disciplinary inspection since November 2006. Mr. Zhou served as the director of the Fifth Office (at deputy bureau level) and as a designated supervisor at (deputy bureau level) in Beijing State-owned Enterprise Supervisory Committee from May 2004 to November 2006. Mr. Zhou graduated from University of Science and Technology of China with a MBA.

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Su Hengxuan has been a vice president of our company since August 2008. Mr. Su served as assistant to president of our Company from January 2006 to July 2008. Mr. Su has acted as a director of CLPCIC since November 2006, a director of Insurance Professional College since December 2006 and a director of China Life Security Insurance Agency Company Limited since December 2007. He was the general manager of our individual life insurance business department from 2003 to 2006. Mr. Su graduated from Banking School, Henan Province in 1983 and graduated from Wuhan University in 1998 with a bachelor's degree in insurance and finance, majored in insurance. Mr. Su, a senior economist, has over 27 years of experience in the Chinese life insurance industry and insurance management. He is currently the chairman of the Insurance Marketing Association of the Insurance Association of China.

Miao Ping has been a vice president of our company since December 2009. He served as the general manager of our Jiangsu branch from September 2006. Mr. Miao served as the general manager of our Jiangxi branch from September 2004 and as a deputy general manager of our Jiangsu branch from April 2002. Mr. Miao graduated from the Correspondence College of Yangzhou University in 1996, majored in economics and management. Mr. Miao, a senior economist, has 29 years of experience in the operation of life insurance business and the management of insurance business.

Hwei-Chung Shao has been our chief actuary since March 2007. Prior to that, Ms. Shao was a senior deputy president and chief actuary of subsidiaries of the Prudential Financial Group of the United States, and has accumulated extensive working experience in insurance companies. She acted as the president and senior officer of many actuary societies, and obtained the qualifications of CFA (Chartered Financial Consultant), CERA (Chartered Enterprise Risk Analyst), CEBS (Certified Employee Benefit Specialist), CHFC (Chartered Financial Consultant), CLU (Chartered Life Underwriter), MAAA (Member of the American Academy of Actuaries), FSA (Fellow of the Society of Actuaries), etc. Ms. Shao obtained a bachelor's degree from National Chengchi University in Taiwan and a master's degree from the University of Iowa, U.S. She is currently a member of Society of Actuaries of Greater China.

B. COMPENSATION

Compensation of Directors, Supervisors and Officers

Our directors, supervisors and executive officers receive compensation in the form of salaries, bonuses, housing allowances and other benefits-in-kind, including our contribution to the pension plan on behalf of our directors, supervisors and executive officers. As required by PRC regulations, we participate in various defined contribution retirement plans organized by provincial and municipal governments for our employees, including employees who are directors, supervisors and executive officers.

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The following table sets forth the amounts of compensations paid to each of our directors and supervisors for the fiscal year ended December 31, 2009. The total compensation package for our directors and supervisors for the year ended December 31, 2009 has not yet been finalized in accordance with regulations of the relevant PRC authorities. The amount of the compensation not provided for is not expected to have a significant impact on our financial statements for the year ended December 31, 2009. We will make further disclosure of the amount of the final compensation when it is determined.

Name	Salaries/Fees	Inducement Fees	Other Benefits <i>In RMB</i>	Compensation for loss of office as director	Total
Yang Chao	864,168				864,168
Wan Feng	929,600				929,600
Lin Dairen	855,733				855,733
Liu Yingqi	855,733				855,733
Miao Jianmin					
Shi Guoqing					
Zhuang Zuojin					
Sun Shuyi					
Ma Yongwei					
Sun Changji					
Bruce Douglas Moore	157,500				157,500
Long Yongtu ⁽¹⁾					
Chau Tak Hay ⁽¹⁾	112,500				112,500
Cai Rang ⁽¹⁾	112,500				112,500
Ngai Wai Fung ⁽¹⁾	112,500				112,500
Xia Zhihua	855,733				855,733
Shi Xiangming	337,283				337,283
Yang Hong	553,000				553,000
Wang Xu	322,583				322,583
Tian Hui	120,000				120,000
Wu Weimin ⁽²⁾	251,417				251,417
Qing Ge ⁽²⁾	251,417				251,417
Total	6,691,667				6,691,667

(1) Resigned as the independent non-executive director on May 25, 2009.

(2) Resigned as the employee representative supervisor on

May 25, 2009.

The following table sets forth the amounts of compensation paid to each of our executive officers other than those disclosed in the table above, including vice presidents and assistant to our president who are not our directors and our chief information technology officer, chief actuary and chairman of the communist party disciplinary commission, for the year ended December 31, 2009. The total compensation package for our executive officers for the year ended December 31, 2009 has not yet been finalized in accordance with regulations of the relevant PRC authorities. The amount of the compensation not provided for is not expected to have a significant impact on our financial statements for the year ended December 31, 2009. We will make further disclosure of the amount of the final compensation when it is determined.

The HKSE Listing Rules do not require the disclosure of compensation of senior management on an individual basis. The following information was disclosed by us in our A share annual report for the fiscal year ended December 31, 2009.

Name	Total <i>In RMB</i>
Liu Jiade	850,000
Zhou Ying	850,000
Su Hengxuan	850,000
Miao Ping	60,000
Liu Lefei ⁽³⁾	170,000
Liu Anlin ⁽⁴⁾	700,000
Hwei-Chung Shao	2,930,000
Total	4,860,000

(3) Removed as our chief investment officer on January 19, 2009.

(4) Removed as our chief information technology officer on December 21, 2009.

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The aggregate amount of compensation we paid to our five highest paid individual employees, including four directors and one other employee during the year ended December 31, 2009, was approximately RMB 6,435,000 (US\$942,733). The amount of compensation we paid to our highest paid individual employee, during the year ended December 31, 2009 was approximately RMB 2,930,000 (US\$429,247).

Senior Management Compensation

Our senior management's compensation consists of four components, including basic salaries, performance-based salaries, fringe benefits and mid to long-term incentive compensation.

We have set up a comprehensive performance management system. A performance appraisal method for officers of our headquarters is used to appraise the performance of the officers annually based on the achievement of insurance contract objectives. Measures for such appraisal include a quantitative index for business performance as well as a qualitative index for management performance. Specifically, the business performance index includes our major business indices, establishing a connection between the achievement of our major business targets and the officers performance appraisal.

In accordance with relevant policies of the PRC government, no stock appreciation rights of our company were granted or exercised in 2009.

For other details of senior management compensation, please refer to Item 6. Directors, Senior Management and Employees Compensation Senior Management Compensation System in our annual report on Form 20-F for the fiscal year ended December 31, 2007, as filed on April 25, 2008.

C. BOARD PRACTICES

General

Our board of directors consists of eleven members. Our directors are elected to serve a term of three years, which is renewable upon re-election. Our directors are elected at meetings of our shareholders, and, unless they resign at an earlier date, are deceased or removed, will serve three-year terms. The term of our current board of directors started in May 2009 and will expire in May 2012. Our directors are not currently entitled to severance benefits other than benefits provided by law upon termination of employment. In the event our Company is acquired, including an acquisition of control by another person, and a director leaves employment or retires following the acquisition, the director may receive severance and other payments upon approval by the shareholders in general meeting.

We have identified various board members as being independent, in accordance with Hong Kong laws and regulations. These requirements vary in certain respects from independence requirements under U.S. law. The members of our audit committee are independent as defined by the rules of the Securities and Exchange Act and the New York Stock Exchange which are applicable to us.

The PRC company law requires a joint stock company with limited liability to establish a board of supervisors. Our board of supervisors is responsible for monitoring our financial matters and supervising the actions of our board of directors and our management personnel. Our board of supervisors consists of five members. One-third of our board of supervisors must be elected by our employees. The remaining members must be elected by our shareholders in a general meeting. One member of our board of supervisors is designated as the chairman. Members of our board of supervisors may not serve as director or member of senior management. The term of office for our supervisors is three years, which is renewable upon re-election.

Table of Contents**Board Committees**

We have established standing audit, nomination and remuneration, risk management and strategy committees.

The primary duties of the audit committee are to review and supervise the financial reporting process, to assess the effectiveness of our internal control system, to supervise our internal audit system and to implement and recommend the engagement or replacement of external auditors. Our audit committee is currently comprised of Bruce Douglas Moore, Sun Shuyi and Sun Changji. Mr. Bruce Douglas Moore serves as the chairman.

The primary duties of the nomination and remuneration committee are to review and recommend the nomination of our directors and senior officers, as well as to formulate the training and remuneration policy for our senior management. Our nomination and remuneration committee is currently comprised of Sun Changji, Bruce Douglas Moore and Miao Jianmin. Mr. Sun Changji serves as the chairman.

The primary duties of the risk management committee are to assist the management in managing our internal and external risks. Our risk management committee is currently comprised of Ma Yongwei, Zhuang Zuojin and Liu Yingqi. Mr. Ma Yongwei serves as the chairman.

The primary duties of the strategy committee are to formulate our overall development plans and investment decision-making procedures. Our strategy committee is currently comprised of Sun Shuyi, Wan Feng, Shi Guoqing and Liu Dairen.

D. EMPLOYEES

As of December 31, 2007, 2008 and 2009, we had approximately 96,700, 102,000 and 104,500 employees, respectively. The following table sets forth the number of our employees by their functions as of December 31, 2009.

	2007		As of December 31 2008		2009	
	Number of employees	% of total	Number of employees	% of total	Number of employees	% of total
Management and administrative staff	18,535	19.17%	20,250	19.81%	21,450	20.52%
Financial and auditing staff	7,931	8.20%	7,663	7.50%	7,967	7.62%
Sales and marketing staff ⁽¹⁾	25,473	26.34%	25,473	24.92%	26,320	25.18%
Underwriters, claim specialists and customer service staff	33,703	34.85%	38,797	37.96%	39,329	37.54%
Other professional and technical staff ⁽²⁾	2,742	2.84%	3,680	3.60%	3,800	3.64%
Other	8,314	8.60%	6,378	6.24%	5,759	5.51%
Total	96,698	100%	102,241	100%	104,535	100%

(1) Includes direct sales representatives.

(2) Includes actuaries, product development personnel,

investment
management
personnel and
information
technology
specialists.

As of December 31, 2007, 2008 and 2009, we had approximately 638,000, 716,000 and 777,000 exclusive agents, respectively. The increase in the number of our exclusive agents from 2008 to 2009 was primarily due to our improved hiring and training process and increased retention rate of our exclusive agents.

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None of our employees is subject to collective bargaining agreements governing employment with us. We believe that our employee relations are satisfactory.

E. SHARE OWNERSHIP

As of the date of this annual report, none of our directors, supervisors or senior managers is a legal or beneficial owner of any shares of our share capital.

ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS.**A. MAJOR SHAREHOLDERS**

The table sets forth information regarding the ownership of our share capital as of April 19, 2010 by all persons who are known to us to be the beneficial owners of 5% or more of each class of our share capital.

Title of Class	Identity of Person or Group	Amount Owned	Percentage of Class	Percentage of Total Share Capital
A Shares	China Life Insurance (Group) Company	19,323,530,000(L)	92.80%	68.37%
H Shares	JPMorgan Chase & Co. ⁽¹⁾	592,454,359(L)	7.96%	2.10%
		52,441,871(S)	0.70%	0.19%
		282,699,343(P)	3.80%	1.00%
H Shares	Blackrock, Inc. ⁽²⁾	387,227,148(L)	5.20%	1.37%
		864,500(S)	0.01%	0.00%

The letter L denotes a long position. The letter S denotes a short position. The letter P denotes interest in a lending pool.

(1): JPMorgan Chase & Co. was interested in a total of 592,454,359 H shares in accordance with the provisions of Part XV of the Securities and Futures Ordinance, or the SFO. Of these shares, JPMorgan Chase Bank, N.A., J.P. Morgan Investment Management Inc., JPMorgan Asset Management

(UK) Limited,
JPMorgan Asset
Management
(Japan) Limited,
JF Asset
Management
Limited, J.P.
Morgan
Securities Ltd.,
J.P. Morgan
Whitefriars Inc.,
JPMorgan Asset
Management
(Taiwan)
Limited, JF
International
Management
Inc., China
International
Fund
Management Co
Ltd and J.P.
Morgan Markets
Limited were
interested in
282,699,343 H
shares,
2,411,912 H
shares,
31,218,909 H
shares, 642,000
H shares,
183,182,750 H
shares,
37,959,749 H
shares,
26,534,196 H
shares,
10,363,000 H
shares,
1,582,000 H
shares,
11,609,000 H
shares and
4,251,500 H
shares
respectively. All
of these entities
are either
controlled or
indirectly

controlled
subsidiaries of
JPMorgan
Chase & Co.

Included in the
592,454,359 H
shares are
282,699,343 H
shares (3.80%)
which are held
in the lending
pool , as defined
under
Section 5(4) of
the Securities
and Futures
(Disclosure of
Interests
Securities
Borrowing and
Lending) Rules.

In addition,
JPMorgan
Chase & Co.
held by way of
attribution a
short position as
defined under
Part XV, SFO in
52,441,871 H
shares (0.70%).

(2): Blackrock, Inc.
was interested
in a total of
387,227,148 H
shares in
accordance with
the provisions
of Part XV,
SFO. Of these
shares,
BlackRock
Investment
Management,
LLC.,
BlackRock
Financial
Management,

Inc., BlackRock
Institutional
Trust Company,
N.A.,
BlackRock
Fund Advisors,
BlackRock
Advisors, LLC.,
BlackRock
Capital
Management,
Inc., BlackRock
Investment
Management
(Australia)
Limited,
Blackrock
Advisors UK
Ltd., BlackRock
International
Ltd., BlackRock
Investment
Management
(LUX),
BlackRock
Investment
Management
(UK) Ltd and
BlackRock
Fund Managers
Ltd were
interested in
4,619,993 H
shares,
382,607,155 H
shares,
295,115,665 H
shares,
219,911,665 H
shares,
18,292,065 H
shares, 53,900
H shares,
233,395 H
shares,
49,719,000 H
shares,
5,063,550 H
shares,
6,351,685 H
shares,

7,163,795 H
shares and
1,992,000 H
shares
respectively. All
of these entities
are either
controlled or
indirectly
controlled
subsidiaries of
Blackrock, Inc.

Blackrock, Inc.
held by way of
attribution a
short position as
defined under
Part XV, SFO in
864,500 H
shares (0.01%).

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Our A shares and H shares generally vote together as a single class, including in the election of directors. Each A share and each H share is entitled to one vote. In addition, in certain matters which affect the rights of the holders of H shares or A shares, the H shares or A shares, as the case may be, are entitled to vote as a separate class.

CLIC converted and sold 676,470,000 domestic shares in the form of H shares or ADSs in connection with our global offering in December 2003.

Based on the information provided by Deutsche Bank Trust Company Americas, the depositary bank, as of December 31, 2009 and April 15, 2010, there were, respectively, 23,729,261 ADRs representing 355,938,915 H shares, with 83 registered holders, and 23,564,922 ADRs representing 353,473,830 H shares, with 82 registered holders. Since certain of the ADSs are held by nominees, the above number may not be representative of the actual number of U.S. beneficial holders of ADSs or number of ADSs beneficially held by U.S. persons.

CLIC, our controlling shareholder, is a wholly state-owned enterprise controlled by the PRC government. See Item 4. Information on the Company History and Development of the Company . None of our major shareholders has voting rights that differ from the voting rights of other shareholders, except that in certain matters which affect the rights of the holders of H shares or A shares, holders of H shares or A shares, as the case may be, are entitled to vote as a separate class. We are not aware of any arrangement which may at a subsequent date result in a change of control of our company.

B. RELATED PARTY TRANSACTIONS

As at the date of this annual report, CLIC owns approximately 68.37% of our issued share capital, a 40% equity interest in AMC, a 6% equity interest in China Life Pension and a 100% equity interest in China Life Investment Holding Company Limited, or IHC. CLIC, AMC, China Life Pension and IHC are therefore considered as our connected persons under the HKSE Listing Rules. On February 9, 2009, we entered into a capital injection agreement with CLIC and AMC. On July 27, 2009, we, CLIC and AMC entered into an entrustment of enterprise annuity funds and account management agreement with China Life Pension. We also continued to carry out certain other continuing related party transactions with CLIC, AMC and IHC in the reporting period. These transactions constitute connected transactions for us under the HKSE Listing Rules. Details of these transactions with CLIC, AMC and IHC are set forth below.

As at the date of this annual report, we own a 20% equity interest in Guangdong Development Bank, or GDB. We continued to carry out continuing related party transactions with GDB in the reporting period. These transactions are not regarded as connected transactions for us under the HKSE Listing Rules. Details of the transactions with GDB are set forth below.

Continuing Related Party Transactions with CLIC

During the reporting period, we engaged in continuing related party transactions with CLIC. These transactions are governed by several agreements between CLIC and us, including a restructuring agreement, a policy management agreement, a trademark license agreement and a non-competition agreement. A detailed discussion of these agreements is set forth in Note 29 to our consolidated financial statements included elsewhere in this annual report and under the heading Item 7. Major Shareholders and Related Party Transactions Related Party Transactions in our annual report on Form 20-F filed with the Securities and Exchange Commission on April 28, 2009.

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Under the non-competition agreement between CLIC and us, CLIC agreed to dispose of all of its 51% interest in China Life-CMG Life Assurance Company Ltd. to third parties or eliminate any competition between China Life-CMG Life Assurance Company Ltd. and us within three years of our listing on the HKSE. China Life-CMG Life Assurance Company Ltd. was a sino-foreign joint venture of CLIC and CMG, an Australian insurance company. The joint venture is registered in Shanghai, China and is engaged in the business of life insurance and related reinsurance in Shanghai. On January 27, 2010, the transfer of CLIC's equity interest in this joint venture to Bank of Communications Co., Ltd. was completed.

Continuing Related Party Transactions with AMC

During the reporting period, we engaged in continuing related party transactions with AMC under an asset management agreement between AMC and us. The asset management agreement was automatically renewed on the same terms for a one-year term expiring on December 31, 2010. A detailed discussion of the asset management agreement between AMC and us is set forth in Note 29 to our consolidated financial statements included elsewhere in this annual report and under the heading "Item 7. Major Shareholders and Related Party Transactions - Related Party Transactions" in our annual report on Form 20-F filed with the Securities and Exchange Commission on April 28, 2009. The annual cap in respect of the service fees to be paid by us to AMC under the asset management agreement for the year ending December 31, 2010 is RMB 800 million. The annual cap has been determined by reference to historical figures, the size and composition of the assets managed and to be managed by AMC, and the inherent volatility of the capital market.

During the reporting period, CLIC engaged in continuing related party transactions with AMC under an asset management agreement between AMC and CLIC which will be effective until December 31, 2011. A detailed discussion of this agreement is set forth in Note 29 to our consolidated financial statements included elsewhere in this annual report and under the heading "Item 7. Major Shareholders and Related Party Transactions - Related Party Transactions" in our annual report on Form 20-F filed with the Securities and Exchange Commission on April 28, 2009. The annual caps in respect of the service fees to be paid by CLIC to AMC under the asset management agreement for the years ending December 31, 2010 and 2011 are RMB 290 million and RMB 300 million, respectively. The annual cap has been determined by reference to historical figures, the size and composition of the assets managed and to be managed by AMC, and the inherent volatility of the capital market.

Continuing Related Party Transaction with IHC

We have entered into a property leasing agreement with CLIC on September 30, 2003, pursuant to which CLIC agreed to lease to us (1) 833 buildings owned by CLIC, its subsidiaries and affiliates, which we refer to as the CLIC owned properties, and (2) 1,764 buildings that CLIC is entitled to sublet, which we refer to as the CLIC leased properties.

We renewed the agreement under substantially the same terms on December 23, 2005 and January 4, 2007 and amended the agreement on January 8, 2008. Under the renewed and amended agreement, which expired on December 31, 2009, CLIC agreed to lease to us 2,011 CLIC owned properties and 85 CLIC leased properties. CLIC transferred all of its rights and obligations in the CLIC owned properties and CLIC leased properties to IHC on June 30, 2008, and IHC was substituted for CLIC as a party to the property leasing agreement.

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A detailed discussion of the terms of this agreement is set forth in Note 29 to our consolidated financial statements included elsewhere in this annual report and under the heading "Item 7. Major Shareholders and Related Party Transactions - Related Party Transactions" in our annual report on Form 20-F filed with the Securities and Exchange Commission on April 28, 2009.

On February 22, 2010, we entered into a new property leasing agreement with IHC under substantially the same terms as the previous property leasing agreement which expired on December 31, 2009. Under the new property leasing agreement, which will expire on December 31, 2010, IHC agreed to lease to us 2,182 properties owned by it. The annual rent is determined by reference to market rent or, where there is no available comparison, by reference to the costs incurred by IHC in holding and maintaining the properties, plus a margin of approximately 5%.

Continuing Related Party Transactions with GDB

During the reporting period, we engaged in continuing related party transactions with GDB. These transactions are governed by several agreements between GDB and us, including a strategic cooperation agreement, negotiated deposit agreements and individual bancassurance product cooperation agreements. A detailed discussion of these agreements is set forth in Note 29 to our consolidated financial statements included elsewhere in this annual report and under the heading "Item 7. Major Shareholders and Related Party Transactions - Related Party Transactions" in our annual report on Form 20-F filed with the Securities and Exchange Commission on April 28, 2009.

The current applicable annual interest rate under the three negotiated deposit agreements we have entered into with GDB dated April 2007, December 2007 and September 2008 is 4.50%.

Continuing Related Party Transaction with China Life Pension

On July 27, 2009, we, CLIC and AMC entered into an entrustment of enterprise annuity funds and account management agreement with China Life Pension. The agreement will last for three years starting from the date on which the entrusted funds are transferred to a special entrustment account.

Under the agreement, China Life Pension was entrusted to serve as the trustee and account manager and to provide entrusted management services and account management services for the enterprise annuity funds of the Company, CLIC and AMC. In consideration of the services provided by China Life Pension under this agreement, we, CLIC and AMC agreed to pay China Life Pension entrusted management fees and account management fees.

Capital Injection to AMC

On February 9, 2009, we entered into a capital injection agreement with CLIC and AMC, pursuant to which we injected RMB 1,200 million and CLIC injected RMB 800 million into AMC. After the capital injection, the registered capital of AMC was increased from RMB 1,000 million to RMB 3,000 million. The proportionate shareholding between CLIC and us remained unchanged. On April 17, 2009, the capital injection was approved by the CIRC.

Compliance with HKSE Listing Rules

Given that the annual cap under each of the policy management agreement between CLIC and us, the asset management agreement between AMC and us and the asset management agreement between CLIC and AMC represents more than 0.1% but less than 2.5% of the applicable percentage ratios as defined in the HKSE Listing Rules, the continuing transactions under each of these agreements are only subject to reporting, announcement and annual review requirements under the HKSE Listing Rules and are exempt from independent shareholders' approval requirements. In compliance with applicable HKSE Listing Rules requirements, we made announcements disclosing these transactions on December 30, 2008 and December 22, 2009.

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The transaction under the capital injection agreement among CLIC, AMC and us is subject to reporting and announcement requirements only under the HKSE Listing Rules and is exempt from independent shareholders approval. In compliance with applicable HKSE Listing Rules requirements, we made an announcement disclosing this transaction on February 9, 2009.

The remaining related party transactions discussed above, other than the transactions with GDB, are exempt from reporting, announcement and independent shareholders approval requirements under the HKSE Listing Rules. The continuing related party transactions with GDB are not regarded as connected transactions for us under the HKSE Listing Rules.

Figures for the year ended December 31, 2009

The aggregate value of each of the transactions contemplated under the policy management agreement, the asset management agreements and the property leasing agreement for the year ended December 31, 2009 is set out below:

Transactions	The aggregate value for the year ended December 31, 2009 (RMB in millions)
1. Policy management agreement	1,193
2. Asset management agreement	
(a) between CLIC and AMC	112
(b) between AMC and us	540
3. Property leasing agreement	64

Confirmation of Independent Non-executive Directors:

Our independent non-executive directors have reviewed the policy management agreement between CLIC and us, the asset management agreement between AMC and us and the asset management agreement between CLIC and AMC which were subject to reporting, announcement and annual review requirements under the HKSE Listing Rules and confirmed that:

- 1) the transactions were entered into in the ordinary and usual course of our business;
- 2) the transactions were conducted either on normal commercial terms or on terms that are fair and reasonable so far as our independent shareholders are concerned;
- 3) the transactions were entered into in accordance with the agreements governing those transactions; and
- 4) the amounts of the transactions had not exceeded the relevant annual caps as announced by us.

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C. INTERESTS OF EXPERTS AND COUNSEL

Not applicable.

ITEM 8. FINANCIAL INFORMATION.

A. CONSOLIDATED FINANCIAL STATEMENTS AND OTHER FINANCIAL INFORMATION

Our audited consolidated financial statements are set forth beginning on page F-1.

Legal and Regulatory Proceedings

We are involved in litigation involving our insurance operations on an ongoing basis. In addition, the CIRC, as well as other PRC governmental agencies, including tax, commerce and industrial administration and audit bureaus, from time to time make inquiries and conduct examinations, audits or investigations concerning our compliance with PRC laws and regulations. These litigation and administrative proceedings have in the past resulted in damage awards, settlements or administrative sanctions, including fines, which have not been material to us. While we cannot predict the outcome of any pending or future litigation, examination or investigation, we do not believe that any pending legal matter will have a material adverse effect on our business, financial condition or results of operations. However, we cannot assure you that any future litigation or regulatory proceeding will not have an adverse outcome, which could have a material adverse effect on our operating results or cash flows.

We currently have control procedures in place to monitor our litigation and regulatory exposure. We have established a systematic prevention system whereby our management at each corporate level is responsible for compliance with laws, regulations and internal codes of conduct within their individual territories or departments. Our branches at the provincial level are required to report material litigation and regulatory matters to our corporate headquarters on a timely basis. We plan to continue to improve our control and compliance policies in the future.

We may penalize our employees or individual agents who commit misconduct or fraud, breach the terms of their employment or agency agreements, exceed their authorization limits or fail to follow prescribed procedures in delivering insurance policies and premium payments, in each case having regard to the severity of the offense. Employees or individual agents are required to reimburse us for any losses suffered by us resulting from their misconduct or fraud. In serious cases, we may terminate their employment or agency agreements. We report criminal offenses to the PRC authorities and may also bring concurrent civil actions against employees or individual agents. We have experienced agent and employee misconduct that has resulted in litigation and administrative actions against us and these agents and employees, and in some cases criminal proceedings and convictions against the agent or employee in question. None of these actions has resulted in material losses, damages, fines or other sanctions against us. We cannot assure you, however, that agent or employee misconduct will not lead to a material adverse effect on our business, results of operations or financial condition.

Policy on Dividend Distributions

Our board of directors has passed a resolution on April 7, 2010 to propose for approval at the annual general meeting of the declaration of final dividends of RMB 0.70 per share, totaling approximately RMB 19,785 million (US\$2,899 million), for the year ended December 31, 2009. The proposed dividends have not been provided for in our consolidated financial statements for the year ended December 31, 2009.

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The payment of any dividend by us must be approved by shareholders in a shareholders meeting. Our board of directors intends to make its recommendations regarding the declaration of cash dividends to the shareholders in general meeting. The decision to make a recommendation for the payment of any dividend and the amount of the dividend for the years following 2009 will depend on:

our results of operations and cash flows;

our financial position;

statutory solvency requirements as determined under PRC GAAP with reference to CIRC rules;

our shareholders interests;

general business conditions;

our future prospects;

statutory and regulatory restrictions on the payment of dividends by us; and

other factors that our board of directors deems relevant.

We will pay dividends out of our after-tax profits only after we have made the following allowances and allocations:

recovery of accumulated losses, if any;

allocations to the statutory common reserve fund equivalent to 10% of our after-tax income, as determined under PRC GAAP; and

allocations to a discretionary common reserve fund as approved by the shareholders in a shareholders meeting.

When the statutory common reserve fund reaches and is maintained at or above 50% of our registered capital, as determined under PRC GAAP, no further allocations to this fund will be required.

Under Chinese law, dividends may be paid only out of distributable profits. Distributable profits generally means our after-tax profits as determined under PRC GAAP, less any recovery of accumulated losses and allocations to statutory funds that we are required to make, subject to further regulatory restrictions. There is no difference between after-tax profits as determined under PRC GAAP and IFRS. Any distributable profits that are not distributed in a given year are retained and available for distribution in subsequent years. However, ordinarily we will not pay any dividends in a year in which we do not have any distributable profits.

Payment of dividends by us is also regulated by the PRC insurance law. If we do not meet the minimum solvency margin required by the CIRC, we may be prohibited from paying dividends. See Item 4. Information on the Company Business Overview Regulatory and Related Matters Insurance Company Regulation Solvency requirements .

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We declared no dividends in respect of 2004 and paid dividends of RMB 0.05 per share in respect of 2005, RMB 0.14 per share in respect of 2006, RMB 0.42 per share in respect of 2007 and RMB 0.23 per share in respect of 2008. Our board of directors has recommended the declaration of final dividends of RMB 0.70 per share in respect of 2009. We expect to continue to pay dividends in line with our financial performance thereafter. We will declare dividends, if any, in Renminbi with respect to the H shares on a per share basis and will pay such dividends in Hong Kong dollars.

B. SIGNIFICANT CHANGES

We are not aware of any significant changes since the date of the consolidated financial statements included in this annual report.

C. EMBEDDED VALUE

Background

China Life prepares financial statements to public investors in accordance with the relevant accounting standards. An alternative measure of the value and profitability of a life insurance company can be provided by the embedded value method. Embedded value is an actuarially determined estimate of the economic value of the life insurance business of an insurance company based on a particular set of assumptions about future experience, excluding the economic value of future new business. In addition, the value of one year's sales represents an actuarially determined estimate of the economic value arising from new life insurance business issued in one year.

China Life believes that reporting our embedded value and value of one year's sales provides useful information to investors in two respects. First, the value of our in-force business represents the total amount of distributable earnings, in present value terms, which can be expected to emerge over time, in accordance with the assumptions used. Second, the value of one year's sales provides an indication of the value created for investors by new business activity and hence the potential of the business. However, the information on embedded value and value of one year's sales should not be viewed as a substitute of financial measures under the relevant accounting bases. Investors should not make investment decisions based solely on embedded value information and the value of one year's sales.

It is important to note that actuarial standards with respect to the calculation of embedded value are still evolving. There is still no universal standard which defines the form, calculation methodology or presentation format of the embedded value of an insurance company. Hence, differences in definition, methodology, assumptions, accounting basis and disclosures may cause inconsistency when comparing the results of different companies.

Also, embedded value calculation involves substantial technical complexity and estimates can vary materially as key assumptions are changed. Therefore, special care is advised when interpreting embedded value results.

The values shown below do not consider the future financial effect of the Policy Management Agreement between CLIC and China Life, the Non-competition Agreement between CLIC and China Life, the Trademark License Agreement between CLIC and China Life, and the Property Leasing Agreement between IHC and China Life, nor the future financial impact of transactions of China Life with AMC, China Life Pension, and CLPCIC.

Definitions of Embedded Value and Value of One Year's Sales

The embedded value of a life insurer is defined as the sum of the adjusted net worth and the value of in-force business allowing for the cost of capital supporting a company's desired solvency margin.

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Adjusted net worth is equal to the sum of:

- Net assets, defined as assets less PRC statutory policy reserves and other liabilities; and
- Net-of-tax adjustments for relevant differences between the market value and the book value of assets, together with relevant net-of-tax adjustments to certain liabilities.

The market value of assets can fluctuate significantly over time due to the impact of the prevailing market environment. Hence the adjusted net worth can fluctuate significantly between valuation dates.

The value of in-force business and the value of one year's sales are defined here as the discounted value of the projected stream of future after-tax distributable profits for existing in-force business at the valuation date and for one year's sales in the 12 months immediately preceding the valuation date. Distributable profits arise after allowance for PRC statutory reserves and solvency margins at the required regulatory minimum level.

The value of in-force business and the value of one year's sales have been determined using a traditional deterministic discounted cash flow methodology. This methodology makes implicit allowance for the cost of investment guarantees and policyholder options, asset/liability mismatch risk, credit risk and the economic cost of capital through the use of a risk-adjusted discount rate.

Preparation and Review

The embedded value and the value of one year's sales were prepared by China Life in accordance with Life Insurance Embedded Value Reporting Guidelines issued by the CIRC. Towers Watson, an international firm of consultants, performed a review of our embedded value. The review statement from Towers Watson is contained in the Report on Towers Watson Review and Opinion on Embedded Value section.

Assumptions

Economic assumptions

The calculations are based upon assumed corporate tax rate of 25% for all years. The investment returns are assumed to be 4.6% in 2009 and grading to 5.35% in 2012, rising to 5.5% in 2013 (remaining level thereafter). An average of 15% from 2009 to 2016, and 13% in 2017 (remaining level thereafter) of the investment returns is assumed to be exempt from income tax. These investment return and tax exempt assumptions are based on our long term strategic asset mix and expected future returns. The risk-adjusted discount rate used is 11%.

Other operating assumptions such as mortality, morbidity, lapses and expenses are based on our recent operating experience and expected future outlook.

Table of Contents**Summary of Results**

The embedded value as at 31 December, 2009, and the value of one year's sales for the 12 months to 31 December, 2009, and their corresponding results in 2008 are shown below.

Table 1**Components of Embedded Value and Value of One Year's Sales (RMB million)**

(Assuming the method to determine taxable income for 2009 and thereafter was the same as that in 2008)

ITEM	2009	2008
A Adjusted Net Worth	159,948	137,816
B Value of In-Force Business before Cost of Solvency Margin	149,387	122,898
C Cost of Solvency Margin	(24,106)	(20,626)
D Value of In-Force Business after Cost of Solvency Margin (B+C)	125,282	102,271
E Embedded Value (A + D)	285,229	240,087
F Value of One Year's Sales before Cost of Solvency Margin	21,352	17,528
G Cost of Solvency Margin	(3,638)	(3,604)
H Value of One Year's Sales after Cost of Solvency Margin (F + G)	17,713	13,924

Note: Numbers may not be additive due to rounding.

Movement Analysis

The following analysis tracks the movement of the embedded value from the start to the end of the reporting period.

Table 2**Analysis of Embedded Value Movement in the Year of 2009 (RMB million)**

(Assuming the method to determine taxable income for 2009 and thereafter was the same as that in 2008)

ITEM	RMB million
A Embedded Value at Start of Year	240,087
B Expected Return on Embedded Value	21,123
C Value of New Business in the Period	17,713
D Operating Experience Variance	(560)
E Investment Experience Variance	19,590
F Methodology, Model and Assumption Changes	(1,155)
G Market Value Adjustment	(4,283)
H Exchange Gains or Losses	(28)
I Shareholder Dividend Distribution	(6,500)
J Other	(757)
K Embedded Value as at 31 Dec 2009 (sum A through J)	285,229

Notes: 1) Numbers may not be additive due to rounding.

2) Items B through J are explained below:

B Reflects unwinding of

the opening
value of
in-force
business and
value of new
business sales
in 2009 plus
the expected
return on
investments
supporting the
2009 opening
net worth.

C Value of new
business sales
in 2009.

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D Reflects the difference between actual experience in 2009 (including lapse, mortality, morbidity, and expense etc.) and the assumptions.

E Compares actual with expected investment returns during 2009.

F Reflects the effect of projection method, model enhancements and assumption changes.

G Change in the market value adjustment from the beginning of year 2009 to the end of 2009, and other related adjustments.

H Reflect the gains or losses due to change in exchange rate.

I Reflects dividends

distributed to
shareholders
during 2009.

J Other
miscellaneous
items.

Sensitivity Testing

Sensitivity testing was performed using a range of alternative assumptions. In each of the sensitivity tests, only the assumption referred to was changed, with all other assumptions remaining unchanged. The results are summarized below.

Table 3

Sensitivity Results (RMB million)

	VALUE OF IN- FORCE BUSINESS AFTER COST OF SOLVENCY MARGIN	VALUE OF ONE YEAR S SALES AFTER COST OF SOLVENCY MARGIN
Scenarios 1-16: Assuming the method to determine taxable income for 2009 and thereafter was the same as that in 2008		
Base case scenario	125,282	17,713
1. Risk discount rate of 11.5%	118,536	16,706
2. Risk discount rate of 10.5%	132,544	18,800
3. 10% increase in investment return	148,993	20,492
4. 10% decrease in investment return	101,664	14,958
5. 10% increase in expenses	123,264	16,211
6. 10% decrease in expenses	127,297	19,215
7. 10% increase in mortality rate for non-annuity products and 10% decrease in mortality rate for annuity products	123,782	17,581
8. 10% decrease in mortality rate for non-annuity products and 10% increase in mortality rate for annuity products	126,802	17,847
9. 10% increase in lapse rates	123,681	17,461
10. 10% decrease in lapse rates	126,962	17,974
11. 10% increase in morbidity rates	123,562	17,546
12. 10% decrease in morbidity rates	127,016	17,882
13. 10% increase in claim ratio of short term business	125,029	17,200
14. 10% decrease in claim ratio of short term business	125,534	18,227
15. Solvency margin at 150% of statutory minimum	113,229	15,894
16. Using 2008 EV assumptions	126,117	17,994
17. Projected taxable income based on accounting profit in accordance to the Provisions on the Accounting Treatment Related to Insurance Contracts	120,004	17,227
	Adjusted Net Worth	
Base Case Scenario		159,948
18. Taxable income based on accounting profit in accordance to the Provisions on the Accounting Treatment Related to Insurance Contracts for 2009		156,112

Note: Scenarios 17 and 18 reflect the sensitivity to a different approach in determining the taxable income.

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***Report on Towers Wastson Review and Opinion on Embedded Value
To The Directors of China Life Insurance Company Limited***

China Life Insurance Company Limited (China Life) has prepared embedded value results for the financial year ended 31 December 2009 (EV Results). The disclosure of these EV Results, together with a description of the methodology and assumptions that have been used, are shown in the Embedded Value section.

China Life has engaged Towers Watson Pennsylvania Inc., trading as Towers Watson (Towers Watson) to review its EV Results. This report is addressed solely to China Life in accordance with the terms of our engagement letter, and sets out the scope of our work and our conclusions. To the fullest extent permitted by applicable law, we do not accept or assume any responsibility, duty of care or liability to anyone other than China Life for or in connection with our review work, the opinions we have formed, or for any statement set forth in this report.

Scope of work

Our scope of work covered:

- a review of the methodology used to develop the embedded value and value of one year's sales as at 31 December 2009, in the light of the requirements of the Life Insurance Embedded Value Reporting Guidelines issued by the China Insurance Regulatory Commission (CIRC) in September 2005;
- a review of the economic and operating assumptions used to develop the embedded value and value of one year's sales as at 31 December 2009;
- a review of the results of China Life's calculation of the EV Results.

In carrying out our review, we have relied on the accuracy of audited and unaudited data and information provided by China Life.

Opinion

Based on the scope of work above, we have concluded that:

- the embedded value methodology used by China Life is consistent with the requirements of the Life Insurance Embedded Value Reporting Guidelines issued by the CIRC, the methodology applied by China Life is a common methodology used to determine embedded values of life insurance companies in China at the current time;
- the economic assumptions used by China Life are internally consistent, have been set with regard to current economic conditions, and have made allowance for the company's current and expected future asset mix and investment strategy;
- the operating assumptions used by China Life have been set with appropriate regard to past, current and expected future experience;
- no changes have been assumed to the treatment of tax, but some sensitivity results relating to tax have been shown by China Life; and
- the EV Results have been prepared, in all material respects, in accordance with the methodology and assumptions set out in the Embedded Value section.

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For and on behalf of Towers Watson

Adrian Liu FIAA FCAA

26th March 2010**ITEM 9. THE OFFER AND LISTING.**

In connection with our initial public offering, our American depositary shares, or ADSs, each representing 40 H shares, were listed and commenced trading on New York Stock Exchange on December 17, 2003 under the symbol LFC . Our H shares were listed and commenced trading on the Hong Kong Stock Exchange on December 18, 2003 under the stock code 2628 . Prior to these listings, there was no public market for our equity securities. The New York Stock Exchange and the Hong Kong Stock Exchange are the principal trading markets for our ADSs and H shares, which are not listed on any other exchanges in or outside the United States.

On December 29, 2006, the ratio of ADSs to H shares was reduced from 40 H shares to 15 H shares. Our A shares were listed and commenced trading on the Shanghai Stock Exchange on January 9, 2007 under the stock code 601628 . The high and low closing sale prices of the H shares on the HKSE, the ADSs on the NYSE and the A shares on the SSE for the periods indicated are as follows:

	Price per H Share (HK\$)		Price per ADS ⁽¹⁾ (US\$)		Price per A share (RMB)	
	High	Low	High	Low	High	Low
Annual						
2005	6.9000	4.8500	13.49	9.45		
2006	27.2000	7.0500	52.18	13.76		
2007	52.0000	19.2600	106.56	36.70	75.0800 ⁽²⁾	32.0400 ⁽²⁾
2008	39.8500	16.7000	76.75	33.57	58.9700	18.1500
2009	41.0000	19.9000	79.86	38.34	33.1800	18.6700
Quarterly						
First Quarter, 2008	39.8500	25.1500	76.75	50.00	58.9700	26.7100
Second Quarter, 2008	35.3500	27.2000	68.35	52.18	36.5900	23.9200
Third Quarter, 2008	30.4000	25.4000	59.09	48.79	27.6400	18.9700
Fourth Quarter, 2008	29.5000	16.7000	57.00	33.57	23.7900	18.1500
First Quarter, 2009	26.4500	19.9000	51.56	38.34	24.0300	18.6700
Second Quarter, 2009	30.5000	25.4500	59.39	50.10	27.7500	22.6200
Third Quarter, 2009	36.1500	28.6000	70.09	54.83	34.0100	25.1000
Fourth Quarter, 2009	41.0000	32.8000	79.86	63.16	33.1800	28.3800
First Quarter, 2010	39.3000	32.6000	76.14	62.50	31.4200	26.6900
Monthly						
October 2009	37.1000	32.8000	72.63	63.16	31.5400	28.3800
November 2009	40.7500	36.2000	78.85	70.64	32.3000	29.5100
December 2009	41.0000	36.3000	79.86	70.97	31.1800	29.1000
January 2010	39.3000	33.8000	76.14	65.04	31.4200	27.0500
February 2010	34.8500	32.6000	67.48	62.50	28.0900	26.6900
March 2010	37.3500	34.2000	72.04	67.25	28.7300	27.0200
April 2010 (through April 23, 2010)	38.2000	36.3000	74.79	70.17	29.2800	27.1300

(1) Each ADS represented 40 H shares until December 29, 2006 when the ratio was altered

such that each ADS represented 15 H shares. The market quotations shown in the table above have been restated for all periods to reflect the current ratio of 15 H shares per ADS.

- (2) From the date of listing:
January 9, 2007.

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ITEM 10. ADDITIONAL INFORMATION.

A. SHARE CAPITAL

Not applicable.

B. ARTICLES OF ASSOCIATION

The following is a brief summary of certain provisions of our current articles of association, the PRC company law and certain other laws and regulations applicable to us. Such summary is not purported to be complete. For further information, you should refer to the full text of our articles of association and to the texts of applicable laws and regulations.

Objects and Purposes

We are organized under the PRC company law as a joint stock company. We are registered with the SAIC in Beijing, China and our business license carries the registration number 1000001003796.

Our business scope, set forth in Article 10 of our articles of association, is to engage in life, accident and health insurance businesses; reinsurance business relating to the foregoing; fund investment businesses authorized by laws, regulations or the State Council; and agency business, consulting business and provision of services, in each case relating to life insurance.

Sources of Shareholders Rights

The primary sources of shareholders rights are the PRC company law, our articles of association, Special Rules applicable to overseas listed joint stock companies promulgated by the State Council, or Special Rules, relevant CSRC regulations, the Shanghai Stock Exchange Listing Rules, and the Hong Kong Stock Exchange Listing Rules that, among other things, impose certain standards of conduct, fairness and disclosure on us, our directors and CLIC, our controlling shareholder. The PRC company law was enacted in December 1993 and serves as the primary body of law regulating corporate actions of companies organized in the PRC and its directors and shareholders.

Our articles of association have incorporated the provisions set forth in the Mandatory Provisions for the Articles of Association of Companies Listed Overseas, or the Mandatory Provisions, adopted in 1994 pursuant to the requirements of the CSRC and the provisions set forth in the Guidelines on the Articles of Association of Listed Companies, or the Guidelines, as amended in 2006 by the CSRC. Any amendment to the relevant mandatory provisions will only become effective after approval by the relevant governmental departments authorized by the State Council and the CSRC. The Hong Kong Stock Exchange Listing Rules require a number of provisions in addition to the Mandatory Provisions to be included in our articles of association.

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According to the HKSE Listing Rules, we may not amend certain provisions of our articles of association that have been mandated by the Hong Kong Stock Exchange. These provisions include, among others:

- varying the rights of existing classes of shares;
- voting rights;
- our power to purchase our own shares;
- rights of minority shareholders; and
- liquidation procedures.

In addition, upon the listing of the H shares and for so long as the H shares are listed on the Hong Kong Stock Exchange, we are subject to the relevant ordinances, rules and regulations applicable to companies listed on the Hong Kong Stock Exchange, including, among other things, the Hong Kong Stock Exchange Listing Rules, the Securities and Futures Ordinance and the Hong Kong Codes on Takeovers and Mergers and Share Repurchases.

Unless otherwise specified, all rights, obligations and protections discussed below are derived from our articles of association and the PRC company law.

Enforceability of Shareholders' Rights

Enforceability of our shareholders' rights may be limited.

In accordance with the rules applicable to Chinese overseas listed companies, our articles of association provide that, with certain limited exceptions, all disputes or claims based on our articles of association, the PRC company law or other relevant laws or administrative rules, and concerning matters between holders of H shares and holders of A shares, us, or our directors, supervisors, president, vice presidents or other senior officers, must be submitted for arbitration at either the China International Economic and Trade Arbitration Commission or the Hong Kong International Arbitration Center. If an applicant chooses to have the dispute arbitrated at the Hong Kong International Arbitration Center, either party may request that venue be changed to Shenzhen, a city in mainland China near Hong Kong. The governing law for the above-mentioned disputes or claims is Chinese law unless otherwise provided by Chinese law. Any such arbitration will be final and conclusive.

In June 1999, an arrangement was made between the People's Courts of the PRC and the courts of Hong Kong for mutual enforcement of arbitration awards rendered in the PRC and Hong Kong according to their respective laws. This arrangement was approved by the Supreme Court of the PRC and the Hong Kong Legislative Council and became effective on February 1, 2000.

There has not been any published report of judicial enforcement in the PRC by H shareholders of their rights under charter documents of PRC joint stock companies or the PRC company law or in the application or interpretation of the PRC or Hong Kong regulatory provisions applicable to PRC joint stock companies.

The PRC company law allows shareholders to sue, on behalf of the corporation, against persons, including corporate officers, directors, who have allegedly wronged the corporation, where the corporation itself has failed to enforce such claim against such persons directly. Class action lawsuits based on violations of securities laws are generally not available.

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We are subject to the Hong Kong Exchange Listing Rules, the Hong Kong Securities and Futures Ordinance, or Securities and Futures Ordinance, and the Hong Kong Codes on Takeovers and Mergers and Share Repurchases. However, holders of H shares will not be able to bring actions on the basis of violations of the Hong Kong Stock Exchange Listing Rules and must instead rely on the Hong Kong Stock Exchange to enforce its rules. The Hong Kong Codes on Takeovers and Mergers and Share Repurchases do not have the force of law and are only standards of commercial conduct considered acceptable for takeover and merger transactions and share repurchases in Hong Kong as established by the Securities and Futures Commission of Hong Kong and the securities and futures industry in Hong Kong. The Securities and Futures Ordinance establishes various obligations in relation to disclosure of shareholders' interests in Hong Kong listed companies, the violation of which is subject to prosecution by the Securities and Futures Commission of Hong Kong.

See Item 3. Key Information Risk Factors Risks Relating to the People's Republic of China The laws in China differ from the laws in the United States and may afford less protection to our minority shareholders and Item 3. Key Information Risk Factors Risks Relating to the People's Republic of China You may experience difficulties in effecting service of legal process, enforcing foreign judgments or bringing original actions in the PRC based on U.S. or other foreign laws against us, our management and some of the experts named in the annual report .

Dividends

Our board of directors may propose dividend distributions at any time. A distribution of dividends for any fiscal year is subject to shareholders' approval. Dividends may be distributed in the form of cash or shares. The H shares will rank equally with A shares with regard to dividend rights. A distribution of shares must be approved by special resolution of the shareholders.

We may only distribute dividends after allowance has been made for:

- recovery of accumulated losses, if any;
- allocations to the statutory common reserve fund equivalent to 10% of our after-tax income; and
- allocations to a discretionary common reserve fund as approved by the shareholders in a shareholders meeting.

Under Chinese law, dividends may be paid only out of distributable profits. Distributable profits generally means our after-tax profits as determined under PRC GAAP, less any recovery of accumulated losses and allocations to statutory funds that we are required to make, subject to further regulatory restrictions. There is no difference between after-tax profits as determined under PRC GAAP and IFRS. Any distributable profits that are not distributed in a given year are retained and available for distribution in subsequent years. However, we will ordinarily not pay any dividends in a year when we do not have any distributable profits.

Payment of dividends by us is also regulated by the PRC insurance law. If we do not meet the solvency margin required by the CIRC, we will be prohibited from paying dividends. See Item 4. Information on the Company Business Overview Regulation and Related Matters Insurance Company Regulation Solvency requirements .

Our articles of association require us to appoint, on behalf of the holders of H shares, a receiving agent that is registered as a trust corporation under the Trustee Ordinance of Hong Kong to receive dividends declared by us in respect of the H shares on behalf of such shareholders. Our articles of association require that cash dividends in respect of H shares be declared in Renminbi and paid by us in Hong Kong dollars. The depositary will convert these proceeds into U.S. dollars and will remit the converted proceeds to holders of our ADSs.

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We anticipate that our controlling shareholder, CLIC, may incur future operating losses arising in part from the runoff of policies retained by it in connection with the restructuring. Dividends received from us may become one of CLIC's principal means of funding these losses. Although we believe that the reserves held by CLIC and other financial resources available to it will fund substantially all of any future operating shortfalls arising out of these policies, which should reduce CLIC's reliance on dividends from us, subject to the relevant provisions of the PRC company law and our articles of association as described above and in Item 8. Financial Information Consolidated Financial Statements and Other Financial Information Policy on Dividend Distributions, CLIC may seek to increase the amount of dividends we pay in order to satisfy its cash flow requirements. See Item 3. Key Information Risk Factors Risks Relating to the Restructuring.

Dividend payments may be subject to Chinese withholding tax. See Taxation The People's Republic of China Taxation of Dividends.

Voting Rights and Shareholders Meetings

Our board of directors will convene a shareholders' annual general meeting once every year within six months from the end of the preceding fiscal year. Our board of directors must convene an interim meeting within two months of the occurrence of any of the following events:

- where the number of directors is less than the number stipulated in the PRC company law or two-thirds of the number specified in our articles of association;

- where our unrecovered losses reach one-third of the total amount of our share capital;

- where shareholders, individually or jointly, holding 10% or more of our issued and outstanding voting shares so request in writing;

- whenever our board of directors deems necessary, or more than half of directors (including at least two independent directors) or our board of supervisors so requests; or

- any other event as maybe provided by applicable laws, rules, regulations or our articles of association.

All shareholders' meetings must be convened by our board of directors by written notice given to shareholders no less than 45 days before the meeting. Shareholders holding at least one-half of our total voting shares will constitute a quorum for a shareholders' meeting. If a quorum is not reached, we are required to notify our shareholders within five days by public announcement of the agenda, the date and the venue of the adjourned meeting. After the notice, we may conduct the shareholders' meeting. The accidental omission by us to give notice of a meeting to, or the non-receipt of notice of a meeting by, a shareholder will not invalidate the proceedings at that shareholders' meeting.

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Shareholders at meetings have the power, among other matters, to approve or reject our profit distribution plans, annual budget, financial statements, increases or decreases in share capital, issuances of debentures, mergers, liquidation, any equity-based incentive plan and any amendment to our articles of association. In addition, the rights of a class of shareholders may not be modified or abrogated, unless approved by a special resolution of shareholders at a general shareholders meeting and by a special resolution of shareholders of that class of shares at a separate meeting. Our articles of association enumerate various amendments which would be deemed to be a modification or abrogation of the rights of a class of shareholders, including, among others, increasing or decreasing the number of shares of a class disproportionate to increases or decreases of other classes of shares, removing or reducing rights to receive dividends in a particular currency or creating shares with voting or equity rights superior to those of shares of that class. There are no restrictions under PRC law or our articles of association on the ability of investors that are not Chinese residents to hold H shares and exercise voting rights, except that the prior approval of the CIRC is required in respect of any acquisition which results in the acquirer holding more than 5% of the outstanding share capital of our company and the other restrictions set out under Item 4. Information on the Company Business Overview Regulatory and Related Matters Insurance Company Regulation Restriction of ownership in joint stock insurance companies . Each of our ordinary shares, whether it be an A share or an H share, is entitled to one vote on all matters submitted for vote at all shareholders meetings, except for meetings of a special class of shareholders where only holders of shares of the affected class are entitled to vote on the basis of one vote per share of the affected class.

Shareholders are entitled to attend and vote at meetings either in person or by proxy. Proxies must be in writing and deposited at our legal address or such other place as is specified in the meeting notice, no less than 24 hours before the time for holding the meeting at which the proxy proposes to vote or the time appointed for the passing of the relevant resolution.

Resolutions on any of the following matters must be approved by more than two-thirds of the voting rights held by shareholders who are present in person or by proxy:

- an increase or decrease in our share capital or the issuance of shares, warrants, debentures and other similar securities;
- our division, merger, dissolution or liquidation (shareholders who object to a proposed merger are entitled to demand that either we or the shareholders who approved the merger purchase their shares at a fair price);
- amendments to our articles of association;
- amendment of shareholders rights of any class of shares;
- purchase or sale within any single year of any material assets exceeding 30% of our latest audited total assets;
- any equity-based incentive plan; and
- any other matters as provided under applicable laws or regulations or determined by a majority of shareholders at a general meeting to have a material impact on us and should be approved by two-thirds of the voting rights.

All other actions taken by the shareholders will be approved by a majority of the voting rights held by shareholders who are present in person or by proxy at the shareholders meeting.

Any shareholder resolution that is in violation of any laws or regulations of China or the articles of association will be null and void.

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Liquidation Rights

We are organized as a joint stock company with limited liability of indefinite duration, but must pass the annual inspection with the SAIC. In the event of our liquidation, the H shares will rank equally with the A shares, and payment of debts out of our remaining assets shall be made in the order of priority prescribed by applicable laws and regulations or, if no such standards exist, in accordance with such procedures as the liquidation committee that has been appointed either by us or the People's Courts of China may consider to be fair and reasonable. After payment of debts, we shall distribute the remaining property to shareholders in proportion to the number of shares they hold.

Information Rights

Our shareholders may, subject to reasonable fees and costs, obtain a copy of our articles of association and inspect and copy all parts of our register of shareholders, personal particulars of the directors, supervisors, president and other senior officers, reports on the state of our share capital, reports showing the aggregate par value, highest and lowest price paid in respect of each class of shares repurchased by us since the end of the last accounting year and the aggregate amount paid by us for this purpose, minutes of shareholders' general meetings, and counterfoils of company debt securities, resolutions of board meetings, resolutions of board of supervisors.

Our fiscal year is the calendar year ending December 31. We must send to holders of H shares, no less than 21 days before the date of the shareholders' annual general meeting and within four months upon the ending of the relevant financial period (for the fiscal period ending before December 31, 2010, within four months upon the ending of relevant fiscal year; for the fiscal period ending on or after December 31, 2010, within three months upon the ending of relevant fiscal year) our audited financial statements for each fiscal year, together with the auditor's report as required by the Hong Kong Stock Exchange Listing Rules relating to that fiscal year. These and any interim financial statements must be prepared in accordance with PRC accounting standards and, for so long as our H shares are listed on the Hong Kong Stock Exchange, in accordance with IFRS. The financial statements must be approved by a majority of our shareholders who are present in person or by proxy at the annual general meeting.

The Hong Kong Stock Exchange Listing Rules also require us to publish an interim report within three months after the end of the first 6 months of each fiscal year (for semi-fiscal period ending before June 30, 2010, within three months upon the ending of the six-month period; for semi-fiscal period ending on or after June 30, 2010, within two months upon the ending of the six-month period). Further, a preliminary announcement of such interim report is required to be published on the HKSE's website the next business day after such report is approved by our board of directors and at least 30 minutes before the opening of the morning trading session or any pre-market trading session (whichever is earlier) on such day. A copy of such interim report is also required to be sent to every shareholder as soon as reasonably practicable after such publication.

According to the HKSE Listing Rules, we are required to keep the Hong Kong Stock Exchange, our shareholders and other holders of our listed securities informed as soon as reasonably practicable of any information relating to us and our subsidiaries, including information on any major new developments that is not public information, which:

- is necessary to enable them and the public to appraise the position of us and our subsidiaries;
- is necessary to avoid the establishment of a false market in our securities; and
- might reasonably be expected to affect materially market activity in, and the price of, our securities.

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We are also required to disclose to our shareholders details of various acquisitions or disposals of assets and other transactions (including transactions with controlling shareholders).

Restrictions on Transferability and the Share Register

Unless otherwise permitted by relevant PRC rules or regulations or approved by relevant PRC authorities, H shares may be traded only among investors who are legal or natural persons resident outside of China, and may not be sold to investors resident within the PRC. There are no restrictions under PRC law or our articles of association on the ability of investors who are not PRC residents to hold H shares. However, under relevant PRC law, a legal person resident outside of China is only allowed to hold not more than 10% of our issued share capital and legal persons resident outside of China are only allowed to hold in aggregate not more than 25% of our issued share capital.

We are required to keep a register of our shareholders, which shall be comprised of various parts, including one part which is to be maintained in Hong Kong in relation to holders of H shares. Shareholders have the right to inspect and, for a reasonable charge, to copy the share register. No transfers of ordinary shares will be recorded in our share register within thirty days prior to the date of a shareholders' general meeting or within five days prior to the record date established for the purpose of distributing a dividend.

We have appointed Computershare Hong Kong Investor Services Limited to act as the registrar of our H shares. This registrar maintains our register of holders of H shares and enters transfers of H shares in such register upon the presentation of the documents described above.

Increases in Share Capital

Under our articles of association, issuance of new securities, including ordinary shares, securities convertible into ordinary shares, options, warrants or similar rights to subscribe for any ordinary shares or convertible securities, must be approved by two-thirds of all shareholders. In addition, the issuance of A shares or H shares must be approved by two-thirds of the class of domestic shares or H shares, as the case may be, unless the number of shares to be issued shall not exceed 20% of the number of shares of the same class then outstanding in any 12-month period.

A special resolution was passed at the shareholders' annual general meeting held on May 25, 2009 to authorize our board of directors to issue additional shares, and amend the articles of association accordingly, in a nominal amount of no more than 20% of each of the aggregate nominal amount of our domestic shares and H shares in issue as at the date of such resolution, by the conclusion of next shareholders' annual general meeting, or the expiration of the 12-month period following the passing of this resolution, or the date on which the resolution is otherwise revised or revoked by a special resolution of our shareholders, whichever is the earliest. Our board of directors has no immediate plan to issue any new shares.

Shareholders are not liable to make any further contribution to the share capital other than according to the terms that were agreed upon by the subscriber of the relevant shares at the time of subscription. New issues of shares must also be approved by relevant Chinese authorities.

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Decreases in Share Capital and Repurchases

We may reduce our registered share capital only upon obtaining the approval of at least two-thirds of our shareholders and, in certain circumstances, of relevant Chinese authorities. The number of H shares that may be repurchased is subject to the Hong Kong Codes on Takeovers and Mergers and Share Repurchases.

Restrictions on Ownership

No individual legal entity or other organization (including any associated party thereof) that invests in an insurance company, other than an insurance holding company or an insurance company approved by the CIRC, may hold in excess of 20% of the shares in the insurance company. See Item 4. Information on the Company Business Overview Regulation and Related Matters Insurance Company Regulation Restriction of ownership in joint stock insurance companies .

Restrictions on Large or Controlling Shareholders

Our articles of association define a controlling shareholder as any person who acting alone or in concert with others:

- is in a position to elect more than one-half of the board of directors;
- has the power to exercise, or to control the exercise of, 30% or more of our voting rights;
- holds 30% or more of our issued and outstanding shares; or
- has de facto control of us in any other way.

As of the date of this annual report, CLIC, a wholly state-owned enterprise, is our only controlling shareholder.

Our articles of association provide that, in addition to any obligation imposed by laws and administrative regulations or required by the Hong Kong Stock Exchange Listing Rules, a controlling shareholder shall not exercise its voting rights in a manner prejudicial to the interests of other shareholders:

- to relieve a director or supervisor from his or her duty to act honestly in our best interests;
- to approve the appropriation by a director or supervisor, for his or her own benefit or for the benefit of any other person, of our assets in any way, including without limitation opportunities which may be advantageous to us; or
- to approve the appropriation by a director or supervisor, for his or her own benefit or for the benefit of another person, of the individual rights of other shareholders, including without limitation rights to distributions and voting rights (except in accordance with a restructuring of our company which has been submitted for approval by the shareholders at a general meeting in accordance with our articles of association).

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Our articles of association also provide that a controlling shareholder or an actual controlling person shall not exploit its affiliated relation in a manner prejudicial to the interest of our company, and shall be liable for any losses suffered by us as a result thereof. The controlling shareholder or actual controlling person shall have fiduciary duties to both our company and our public shareholders. The controlling shareholder shall exercise its rights as a capital contributor of our company in strict compliance with the law. The controlling shareholder shall not cause any damage to the lawful rights and interest of our company and our public shareholders through, among others, any connected transactions, profit distribution, asset restructuring, external investment, fund appropriation and loan guarantee, or impair the interest of our company and our public shareholders through its controlling position.

Board of Directors

Our non-employee directors are elected by our shareholders at shareholders' general meetings, and employee directors are elected by our employees or other democratic means at the employee representative conference. Directors are elected for a term of three years and may serve consecutive terms if re-elected.

Article 23 of Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies provides that directors, supervisors, and senior officers of a company owe duties of honesty, care and diligence to their company.

Our articles of association provide that, in exercising their duties and powers, our directors, supervisors and senior officers will act with the care, diligence and skills that are expected of a reasonable person under similar circumstances, observe fiduciary principles and not place themselves in a situation where their interests conflict with the duties they are charged with performing. In addition to these fiduciary duties to our company, each director, supervisor and officer is obligated to each shareholder:

- to act honestly in our company's best interests;
- not to exploit corporate assets for personal gains; and
- not to expropriate the rights of our shareholders.

If directors, supervisors or officers are found to have misappropriated our company's assets or misused their position for personal gain, the PRC company law provides that any misappropriated or misused property be returned and any illegal proceeds received by such director, supervisor or officer be confiscated, and allows us to impose punishment on them. In serious cases, criminal liability may also be imposed. According to our articles of association, our shareholders may bring a derivative suit against any director, supervisor or officer who has breached his fiduciary duties. Most disputes between H shareholders and directors, supervisors and officers are required to be resolved by final and binding arbitration.

Moreover, our articles of association provide that our directors, supervisors and senior officers must not enter into transactions or contracts with us or agree to make corporate loans to any persons or provide guarantees for loans of any shareholder or any other person with corporate assets. In particular, our directors, supervisors and senior officers have obligations to disclose to the board of directors any direct or indirect material interest they may have in any contracts or transactions with us. They may not vote on any contracts, transactions or arrangements in which they have any material interest. Further, we may not make loans or provide guarantees to directors, supervisors or senior officers, unless such loans or guarantees are approved at a shareholders' meeting or made in the ordinary course of business and to the extent permitted by applicable laws. All decisions relating to the compensation of directors are made at shareholders' meetings.

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There are no provisions under our articles of association or PRC law which relate to:
the retirement or non-retirement of directors under any age limit requirement;
directors' borrowing power; or
number of shares required for directors' qualification.

Subject to all relevant laws and administrative regulations, the shareholders may remove any director before the expiration of his or her term of office by a majority vote of the shareholders present in person or by proxy at shareholders' general meetings. A director, supervisor, president, vice president or other senior officer may be relieved of liability for a specific breach of his or her duties by the consent of shareholders so long as specified conditions are met.

Board of Supervisors

Our board of supervisors consists of five supervisors. At least one-third of our board of supervisors must be employee representatives elected by our employees. The remaining members must be elected by our shareholders in a general meeting. One member of our board of supervisors is designated as the chairman. Members of the board of supervisors may not serve as director, president, vice president or other senior management of our company. The term of office for our supervisors is three years, which is renewable upon re-election.

The primary duty of the board of supervisors is to monitor our financial matters and management. The board of supervisors' powers are generally limited to carrying out investigations and reporting to shareholders, the China Securities Regulatory Commission and other relevant governmental authorities having jurisdiction over our affairs and to convening shareholders' interim meetings. Reasonable expenses incurred by the board of supervisors in carrying out its duties will be paid by us.

Our supervisors owe fiduciary duties to our company and our shareholders. Please see the discussion of the duties and the nature of recourse our shareholders may have against supervisors in breach of these duties in the subsection entitled "Board of Directors".

The board of supervisors is accountable, and will report, to the shareholders at the shareholders' general meetings.

Certain Differences Between PRC Company Law and Delaware Corporate Law

The PRC company law and other laws applicable to us differ in a number of respects from laws generally applicable to United States corporations and their shareholders. The description set forth below includes a summary of certain provisions of the PRC company law, Special Rules, Mandatory Provisions and the Guidelines applicable to companies listed both in the PRC and overseas, such as us, which differ from provisions of the corporate law of the State of Delaware.

Table of Contents***General***

We are a PRC joint stock company, which is a corporate entity organized under the PRC company law. Under the PRC company law, the registered capital of a joint stock company is divided into shares of equal par value. These shares are commonly called domestic ordinary shares. Each share of a joint stock company ranks equally with all other shares in its class as to voting rights (except for specified class voting rights) and rights to dividends and other distributions. Upon receiving approval from the relevant authorities, a joint stock company may offer its shares for sale to the public and seek to be listed on a stock exchange. The State Council may formulate separate regulations for the issuance of other classes of shares, including H shares. All of our issued shares are fully paid and nonassessable. Holders of H shares may transfer their shares without the approval of other shareholders. Among other things, a joint stock company must have (1) minimum paid-in capital of no less than RMB 5 million, (2) a board of directors of not fewer than five and not more than 19 members, and (3) a board of supervisors of not fewer than three members. The shareholders' meeting of a joint stock company is the highest authority of the company and exercises the powers of the company with respect to significant matters, subject to applicable law and the articles of association of the company. The business of a joint stock company is under the overall management of a board of directors, subject to the PRC company law, other applicable laws and regulations (which in our case include the PRC insurance law and regulations), the company's articles of association and duly adopted resolutions of its shareholders. The day-to-day operations of a joint stock company are under the direction of its general manager or president, subject to the applicable laws and regulations, the company's articles of association and duly adopted resolutions of the directors and shareholders. In addition, the PRC company law provides for the establishment of a board of supervisors for each joint stock company. The supervisors perform and exercise the functions and powers described below, including examination of the joint stock company's affairs and monitoring the actions of the directors and officers of the company. The directors, supervisors and officers are not required to hold any qualifying shares in the joint stock company.

A joint stock company may be liquidated involuntarily due to insolvency or voluntarily in accordance with the terms of its articles of association or duly adopted shareholders' resolutions. The property of a joint stock company remaining after full payment of its liquidation expenses, wages, labor insurance premiums of its employees and statutory compensations, outstanding taxes and debts, is distributed in proportion to the holdings of its shareholders.

Meetings of shareholders

Under PRC law, shareholders are given the power to approve specified matters. See [Voting Rights and Shareholders Meetings](#). In addition, the Mandatory Provisions provide that at shareholders' meetings shareholders are entitled to consider any proposals made by shareholders holding in the aggregate at least 3% of voting power over the company's shares.

Under Delaware law, the business and affairs of a Delaware corporation are, in general, managed by or under the direction of its board of directors. Only certain fundamental matters regarding the corporation are reserved by statute to be exercised by the shareholders. These matters include, in general, the election and removal of directors, the retention and dismissal of the corporation's independent auditors, mergers and other business combinations involving the corporation, the amendment of the corporation's certificate of incorporation and a liquidation and dissolution of the corporation.

Shareholders' approval by written consent

PRC law does not provide shareholders of overseas joint stock listed companies with rights to approve corporate matters by written consent. Under Delaware law, unless otherwise provided in the certificate of incorporation, any action which is required or permitted to be taken at any shareholders' meeting may be taken without a meeting, subject to various conditions.

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Amendments of articles of association

Under PRC law, an amendment of the articles of association must be approved by an affirmative vote of two-thirds of shareholders attending a shareholders' meeting. Under the Mandatory Provisions, the proposal to amend the articles is required to be approved by the board of directors, as well as the shareholders. Amendments with respect to the Mandatory Provisions only become effective after approval by the relevant governmental department authorized by the State Council and the China Securities Regulatory Commission.

Under Delaware law, board as well as shareholder approval are required for any amendment to the certificate of incorporation, but no governmental approval is generally required.

Powers and responsibilities of directors

Under PRC law, the board of directors is responsible for specified actions, including the following functions and powers of a joint stock company:

- convening shareholders' meetings and reporting its work to shareholders at these meetings;
- implementing shareholders' resolutions;
- determining the company's business plans and investment proposals;
- formulating the company's annual financial budgets and final accounts;
- formulating the company's profit distribution plans and loss recovery plans;
- formulating proposals for the increase or decrease in the company's registered capital and the issue of debentures;
- formulating major acquisition and disposal plans and plans for the merger, division or dissolution of the company;
- deciding on the company's internal management structure and formulating its basic management system;
- and
- appointing or removing the company's principal executive officers; appointing and removing other senior officers based on the recommendation of the principal executive officer and deciding on the remuneration of the senior officers.

In addition, the Mandatory Provisions provide that the board has the authority to formulate any proposal to amend the articles of association and to exercise any other power conferred by a decision of the shareholders' meeting.

Under Delaware law, the business and affairs of a Delaware corporation are managed by or under the direction of its board of directors. Their powers include fixing the remuneration of directors, except as otherwise provided by statute or in the certificate of incorporation or by-laws of the corporation.

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Powers and responsibilities of supervisors

Under PRC law, a PRC joint stock company must have a board of supervisors consisting of shareholder representatives and one or more employee representatives. Supervisors attend board meetings as non-voting observers. Directors, officers and company personnel in charge of financial matters may not serve as supervisors. The supervisors perform and exercise the following functions and powers:

- examining the company's financial affairs;
- monitoring compliance with laws, regulations, the articles of association of the company and the shareholders resolutions by the directors and officers of the company; and suggesting removing the directors and officers who violate these laws and regulations;
- requiring corrective action from directors and officers whose actions are contrary to the interests of the company;
- proposing the holding of extraordinary shareholders' meetings;
- proposing new items to be inserted in the agenda of the shareholders' meeting.
- bringing lawsuits against directors or members of senior management, if they violate laws, regulations or articles of association of the company; and
- exercising and performing other powers and functions provided for in the company's articles of association.

In addition, the Mandatory Provisions provide that supervisors of overseas listed joint stock companies are entitled to retain auditors in the name of the company to examine any financial or business reports or profit distribution proposals to be submitted by the directors to a meeting of the shareholders which the supervisors consider questionable, and negotiate or take legal action against any director or the directors in the name of the company. The fees and expenses of attorneys and other professionals incurred by the supervisors in connection with the discharge of their duties are to be paid by the company.

Delaware law makes no provision for a comparable corporate institution.

Duties of directors, supervisors and officers

Under PRC law, directors, supervisors and officers of a joint stock company are required to comply with relevant laws and regulations and the company's articles of association. A director, supervisor or officer who contravenes any law, regulation or the company's articles of association in the performance of his duties shall be personally liable to the company for any loss incurred by the company. Directors, supervisors and officers are required to carry out their duties honestly diligently and protect the interests of the company. They are also under a duty of confidentiality to the company and prohibited from divulging confidential information concerning the company, except as permitted by relevant laws and regulations or by a decision of a shareholders' meeting. They may not use their position and authority in the company to seek personal gain. Directors and officers may not directly or indirectly engage in the same business as the company or in any other business detrimental to the interests of the company, and they are required to forfeit any profits from these activities to the company.

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Under Delaware law, the business and affairs of a corporation are managed by or under the direction of its board of directors. In exercising their powers, directors are charged with a fiduciary duty of care to protect the interests of the corporation and a fiduciary duty of loyalty to act in the best interests of its shareholders.

Limitations on transactions with interested directors, supervisors and officers

Under PRC law, directors and officers of a joint stock company may not enter into any contracts or transactions with the company unless permitted by the articles of association or approved by the shareholders. Under PRC law, a company may not provide any guarantees to shareholders or any de facto control person of the company unless such guarantees are approved by a majority of shareholders present at the shareholders' meeting, excluding the shareholder who will be provided such guarantees. Under the Mandatory Provisions, a director, supervisor or officer is required to disclose to the board any transaction with the company in which he has a direct or indirect interest or in which there is a material conflict of interest between the company and himself. A director is not entitled to vote or be counted for quorum purposes in any board decision on any such transaction. The company may set aside any interested transaction which did not comply with these requirements, unless the other party to such transaction was honestly unaware of the breach of obligations by the interested director, supervisor or officer. The company may not loan or provide any guarantees to directors, supervisors or officers (including persons related to them), except for the loans made in accordance with employment contracts approved by the shareholders, or unless the company's business scope allows for the provision of loans and guarantees and such loans or guarantees are made under regular commercial terms. Under Delaware law, an interested transaction is not voidable if (1) the material facts as to such interested director's relationship or interests are disclosed or are known to the board of directors and the board in good faith authorizes the transaction by the affirmative vote of a majority of the disinterested directors, (2) such material facts are disclosed or are known to the shareholders entitled to vote on such transaction and the transaction is specifically approved in good faith by vote of the majority of shares entitled to vote thereon or (3) the transaction is fair as to the corporation as of the time it is authorized, approved or ratified. Under Delaware law, the interested director could be held liable for a transaction in which such a director derived an improper personal benefit.

Election and removal of directors

Under PRC law, the term of office of directors of a joint stock company must be specified in the articles of association, but may not exceed three years. Directors may be re-elected. No director may be removed from office without cause by shareholders prior to the expiration of the director's term. PRC law does not contemplate a classified board of directors.

Under Delaware law, directors of a Delaware corporation can be removed from office with or without cause by the holders of a majority of shares then entitled to vote at an election of directors, provided that except where the certificate of incorporation of the Delaware corporation otherwise provides, a member of a classified board may be removed by shareholders only for cause, and in a corporation with cumulative voting, if less than all of the directors are removed, no director may be removed if the votes cast against the director's removal is sufficient to elect the director if cumulatively voted at an election of directors. The Court of Chancery may remove a director who has been convicted of a felony or found by a court to have committed a breach of the duty of loyalty in connection with his or her duties to the corporation following application by the corporation or derivatively in the right of the corporation by any shareholder. The court may order the removal only if it determines that the director did not act in good faith in performing the acts resulting in the prior conviction or judgment and that removal is necessary to avoid irreparable harm to the corporation.

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Dividend payments

Under PRC law, proposals for distribution of profits are formulated by the board of directors and submitted for shareholder approval at a shareholders meeting. Dividends may be distributed in the form of cash or shares.

Under Delaware law, the board of directors of a Delaware corporation may declare dividends out of distributable earnings and profits without the approval of the shareholders.

Amalgamations and business combinations; appraisal rights

Under PRC law, amalgamations and divisions involving joint stock companies are required to be approved by shareholders voting at a shareholders meeting. The Mandatory Provisions require an amalgamation or division involving the company to be approved by an affirmative vote of two-thirds of the votes present at the shareholders meeting called to consider the transaction. Any shareholder opposing such an amalgamation or business combination may request the company or the consenting shareholders to purchase its shares at a fair price. In addition, a sale of fixed assets having a value exceeding one-third of the total fixed assets of the company requires the approval of at least one third of shareholders at the meeting where a quorum presents.

Under Delaware law, with certain exceptions, a merger, consolidation or sale of all or substantially all the assets of a corporation must be approved by the board of directors and holders of a majority of the outstanding shares entitled to vote. A shareholder objecting to the merger is entitled to appraisal rights pursuant to which the shareholder may receive cash in the amount of the fair value of the shares held by such shareholder (as determined by a court) in lieu of the consideration the shareholder would otherwise receive in the transaction.

Transactions with significant shareholders

Under Delaware law, a business combination between a Delaware corporation and an interested shareholder which takes place at any time during a period of three years commencing with the date the interested shareholder became an interested shareholder would need prior approval from the board of directors or a supermajority of the shareholders of the corporation, unless the corporation opted out of the relevant Delaware business combination statute. Under Delaware law, an interested shareholder of a corporation is someone who, together with its affiliates and associates, owns more than 15% of the outstanding common shares of the corporation. No such business combination statute or regulation applies to PRC joint stock companies.

Shareholders lawsuits

The PRC law provides that most disputes involving an H shareholder are to be resolved by final and binding arbitration.

Class actions and derivative actions generally are available to shareholders under Delaware law for, among other things, breach of fiduciary duty, corporate waste and actions not taken in accordance with applicable law.

Limitations on liability and indemnification of directors and officers

PRC law does not provide for any specific limitations on liability or indemnification of directors and officers.

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Under Delaware law, a corporation may indemnify a director or officer of the corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in defense of an action, suit or proceeding by reason of such position if (1) the director or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and (2) with respect to any criminal action or proceeding, the director or officer had no reasonable cause to believe his conduct was unlawful.

Shareholders' rights of inspection of corporate records

Under PRC law, shareholders are entitled to inspect the articles of association, register of shareholders, corporate bond counter foils, minutes of shareholders' meetings and board meetings and reports of the financial accounts of the company. In addition, the Mandatory Provisions provide that, after paying reasonable fees, shareholders are entitled to inspect the company's shareholder list, certain personal information on the directors, supervisors and officers, the company's capital position and certain information regarding share repurchases conducted by the company during the most recent fiscal year.

Delaware law permits any shareholder of a Delaware corporation to examine or obtain copies of or extracts from the corporation's shareholder list and its other books and records for any purpose reasonably related to such person's interest as a shareholder.

C. MATERIAL CONTRACTS

See Item 7. Major Shareholders and Related Party Transactions - Related Party Transactions for certain arrangements we have entered into with CLIC, AMC, China Life Pension, IHC and GDB.

D. EXCHANGE CONTROLS

The Renminbi currently is not a freely convertible currency. The SAFE, under the authority of the PBOC, controls the conversion of Renminbi into foreign currency. Until July 20, 2005, the PBOC had been setting and publishing daily a base exchange rate with reference primarily to the supply and demand of Renminbi against the U.S. dollar in the market during the prior day. The PBOC also took into account other factors, such as the general conditions existing in the international foreign exchange markets. From 1994 to July 20, 2005, the official exchange rate for the conversion of Renminbi to U.S. dollars was generally stable. On July 21, 2005, the PRC government introduced a managed floating exchange rate system to allow the value of the Renminbi to fluctuate within a regulated band based on market supply and demand and by reference to a basket of currencies. On the same day, the value of the Renminbi appreciated by 2.0% against the U.S. dollar. Since then, the PRC government has made, and may in the future make, further adjustments to the exchange rate system. The PBOC announces the closing price of a foreign currency traded against the Renminbi in the inter-bank foreign exchange market after the closing of the market on each working day, and makes it the central parity for the trading against the Renminbi on the following working day.

Although PRC governmental policies were introduced in 1996 to reduce restrictions on the convertibility of Renminbi into foreign currency for current account items, conversion of Renminbi into foreign exchange for capital items, such as foreign direct investment, loans or securities, requires the approval of the SAFE and other relevant authorities.

In the event of shortages of foreign currencies, we may be unable to convert sufficient Renminbi into foreign currency to meet our foreign currency obligations or to pay dividends in foreign currency.

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Our H shares are traded on the Hong Kong Stock Exchange. There are no limitations on the right of non-resident or foreign owners to remit dividends or capital including capital gains imposed by Hong Kong law.

E. TAXATION

The taxation of income and capital gains of holders of H shares or ADSs is subject to the laws and practices of China and of jurisdictions in which holders of H shares or ADSs are resident or otherwise subject to tax. The following summary of certain relevant taxation provisions is based on current law and practice, is subject to change and does not constitute legal or tax advice. The discussion does not deal with all possible tax consequences relating to an investment in the H shares or ADSs. In particular, the discussion does not address the tax consequences under state, local and other laws, such as non-U.S. federal laws other than the laws of the PRC and Hong Kong. Accordingly, you should consult your own tax adviser regarding the tax consequences of an investment in the H shares and ADSs. The discussion is based upon laws and relevant interpretations in effect as of the date of this annual report, all of which are subject to change.

The People's Republic of China

The following is a discussion of the material Chinese tax provisions relating to the ownership and disposition of H shares or ADSs held by the investors as capital assets. This discussion does not address all of the tax considerations that may be relevant to specific investors in light of their particular circumstances or to other investors subject to special treatment under the tax laws of the PRC. This discussion is based on the tax laws of China as in effect as of the date of this annual report, as well as on the Agreement between the United States of America and the People's Republic of China for the Avoidance of Double Taxation, or the Treaty, all of which are subject to change (or changes in interpretation), possibly with retroactive effect.

This discussion does not address any aspects of Chinese taxation other than income taxation, capital taxation, stamp taxation and estate taxation. Prospective investors are urged to consult their tax advisers regarding Chinese and other tax consequences of owning and disposing of H shares.

Taxation of Dividends

Individual investors. According to the PRC Individual Income Tax Law, as amended, dividends paid by Chinese companies are ordinarily subject to a Chinese withholding tax levied at a flat rate of 20%. For a foreign individual who is not a resident of China, the receipt of dividends from a company in China is normally subject to a withholding tax of 20% unless reduced by an applicable tax treaty. However, the Chinese State Administration of Taxation, or the SAT, the Chinese central government tax authority which succeeded the State Tax Bureau, issued, on July 21, 1993, a Notice of the Chinese State Administration of Taxation Concerning the Taxation of Gains on Transfer and Dividends from Share (Equities) Received by Foreign Investment Enterprises, Foreign Enterprises and Foreign Individuals, or the Tax Notice, which states that dividends paid by a Chinese company to individuals with respect to shares listed on an overseas stock exchange, or Overseas Shares, such as H shares, are temporarily not subject to Chinese withholding tax. The relevant tax authority has not collected withholding tax on dividend payments on Overseas Shares, including H shares and ADSs.

In a letter dated July 26, 1994 to the former State Commission for Restructuring the Economic System, the former State Council Securities Commission and the China Securities Regulatory Commission, the SAT reiterated the temporary tax exemption stated in the Tax Notice for dividends received from a Chinese company listed overseas. In the event that this letter is withdrawn, a 20% tax may be withheld on dividends in accordance with the Provisional Regulations and the PRC Individual Income Tax Law, as amended. The withholding tax may be reduced under an applicable double taxation treaty. To date, the relevant tax authorities have not collected withholding tax from dividend payments on the shares exempted under the Tax Notice.

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Enterprises. According to the PRC Enterprise Income Tax Law and its implementation rules, effective on January 1, 2008, and the Circular on Issues Relating to the Withholding of Enterprise Income Tax for Dividends Distributed by Resident Enterprises in China to Non-resident Enterprises Holding H-shares of the Enterprises, issued by the SAT on November 6, 2008, resident enterprises in China are required to, in distributing dividends for 2008 or any year hereafter to non-resident enterprises holding Overseas Shares including H-shares and ADSs of the enterprises, withhold enterprise income tax for such dividends at a tax rate of 10%. Non-resident enterprises holding H-shares of any resident enterprise can, after receiving dividends due to them, apply for preferential tax treatment with competent tax authorities in accordance with tax treaties.

Tax treaties. Investors who do not reside in China and reside in countries that have entered into treaties for the avoidance of double-taxation with China may be entitled to a reduction of the withholding tax imposed on the payment of dividends to our investors who do not reside in China. China currently has treaties for the avoidance of double-taxation with a number of other countries, which include Australia, Canada, France, Germany, Japan, Malaysia, the Netherlands, Singapore, the United Kingdom and the United States.

Under the treaty between China and the United States, the China-US Treaty, China may tax a dividend paid by us to an Eligible U.S. Holder up to a maximum of 10% of the gross amount of the dividend. It is arguable that under the China-US Treaty, China may only tax gains from the sale or disposition by an Eligible U.S. Holder of H shares representing an interest in us of 25% or more, but this position is uncertain and the Chinese authorities may take a different position. For the purposes of this discussion, an Eligible U.S. Holder is a U.S. holder that (i) is a resident of the United States for the purposes of the China-US Treaty, (ii) does not maintain a permanent establishment or fixed base in China to which H shares are attributable and through which the beneficial owner carries on or has carried on business (or, in the case of an individual, performs or has performed independent personal services) and (iii) is not otherwise ineligible for benefits under the China-US Treaty with respect to income and gains derived in connection with the H shares.

Taxation of Capital Gains

According to the PRC Enterprise Income Tax Law and its implementation rules, effective on January 1, 2008, capital gains realized by foreign enterprises which have no establishment or residence in China or whose capital gains from China do not relate to their establishment or residence in China, are ordinarily subject to enterprise income tax at the rate of 10% with respect to the gains realized within China. However, according to the Tax Notice, net gains realized by a foreign enterprise by transferring Overseas Shares including H shares and ADSs issued by Chinese enterprise but held by such foreign enterprise's organizations and spaces that are not established within China, are not subject to income tax at the moment.

On February 22, 2008, the Ministry of Finance and the SAT issued the Circular on Preferential Tax Policies Regarding Enterprise Income Tax which states that all preferential policies on enterprise income tax implemented before January 1, 2008 are repealed except those expressly specified preferential policies. The Tax Notice is not part of the preferential tax policies defined under the aforesaid circular issued by the Ministry of Finance and the SAT.

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According to the Interim Administrative Measures on the Source Withholding of Income Tax of Non-resident Enterprise issued by the SAT on January 9, 2009, where both parties to an equity transfer transaction are non-resident enterprises and where the transfer occurs outside of China, the non-resident enterprise receiving income shall pay taxes to the tax authority in the locality of the resident enterprise whose equity was transferred, either directly or by a representative. The resident enterprise whose equity was transferred shall assist the tax authority with the collection of taxes from the non-resident enterprise.

According to the Tax Notice, individual holders of Overseas Shares, such as H shares and ADSs, are tentatively not subject to capital gain tax for the net income of transfer of the overseas shares issued by enterprises in the PRC.

Additional Chinese Tax Considerations

Chinese stamp duty. Chinese stamp duty imposed on the transfer of shares of Chinese publicly traded companies under the Provisional Regulations of China Concerning Stamp Duty should not apply to the acquisition and disposal by non-Chinese investors of H shares or ADSs outside of China by virtue of the Provisional Regulations of China Concerning Stamp Duty, which became effective on October 1, 1988 and which provide that Chinese stamp duty is imposed only on documents executed or received within China that are legally binding in China and are protected under Chinese law.

Estate tax. No liability for estate tax under Chinese law will arise from non-Chinese nationals holding H shares.

Hong Kong

The following is a discussion of the material Hong Kong tax provisions relating to the ownership and disposition of H shares or ADSs held by the investors as capital assets. This discussion does not address all of the tax considerations that may be relevant to specific investors in light of their particular circumstances or to investors subject to special treatment under the tax laws of Hong Kong. This discussion is based on the tax laws of Hong Kong as in effect on the date of this annual report, which are subject to change (or changes in interpretation), possibly with retroactive effect. This discussion does not address any aspects of Hong Kong taxation other than income taxation, capital taxation, stamp taxation and estate taxation. Prospective investors are urged to consult their tax advisers regarding Hong Kong and other tax consequences of owning and disposing of H shares.

Tax Treaties

There is no relevant tax treaty in effect between Hong Kong and the United States.

Tax on Dividends

Under current practice, no tax is payable in Hong Kong in respect of dividends paid by us.

Tax on Gains from Sale

No tax is imposed in Hong Kong in respect of capital gains from the sale of property. However, trading gains from the sale of property by persons carrying on a trade, profession or business in Hong Kong where the gains are derived from or arise in Hong Kong from such trade, profession or business will be chargeable to Hong Kong profits tax, which is currently imposed at the rate of 16.5% on corporations and at a maximum rate of 15% on individuals. Certain categories of taxpayers are likely to be regarded as deriving trading gains rather than capital gains (for example, financial institutions, insurance companies and securities dealers) unless these taxpayers could prove that the investment securities are held for long-term investment purpose.

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Trading gains from sales of H shares effected on the Hong Kong Stock Exchange will be considered to be derived from or arise in Hong Kong. Liability for Hong Kong profits tax would thus arise in respect of trading gains from sales of H shares effected on the Hong Kong Stock Exchange realized by persons carrying on a business of trading or dealing in securities in Hong Kong.

There will be no liability for Hong Kong profits tax in respect of profits from the sale of ADSs, where purchases and sales of ADSs are effected outside Hong Kong, for example, on the New York Stock Exchange.

Stamp Duty

Hong Kong stamp duty, currently charged at the *ad valorem* rate of 0.1% on the higher of the consideration for, or the market value of, the H shares, will be payable by the purchaser on every purchase and by the seller on every sale of H shares (in other words, a total of 0.2% is currently payable on a typical sale and purchase transaction involving H shares). In addition, a fixed duty of HK\$5.00 is currently payable on any instrument of transfer of H shares. Where one of the parties to a transfer is resident outside Hong Kong and does not pay the *ad valorem* duty due by it, the duty not paid will be assessed on the instrument of transfer (if any) and will be payable by the transferee. If stamp duty is not paid on or before the due date, a penalty of up to ten times the duty payable may be imposed.

The withdrawal of H shares upon the surrender of ADRs, and the issuance of ADRs upon the deposit of H shares, will also attract stamp duty at the rate described above for sale and purchase transactions unless such withdrawal or deposit does not result in a passing of the beneficial interest in the H shares under Hong Kong law, in which case only a fixed duty of HK\$5.00 is payable on the transfer. The issuance of the ADRs upon the deposit of H shares issued directly to the depository of the ADSs, or for the account of the depository, will not be subject to any stamp duty. No Hong Kong stamp duty is payable upon the transfer of ADSs outside Hong Kong.

Estate Duty

The Revenue (Abolition of Estate Duty) Ordinance 2005 came into effect on February 11, 2006 in Hong Kong. No Hong Kong estate duty is payable and no estate duty clearance papers are needed for an application for a grant of representation in respect of holders of H shares whose deaths occur on or after February 11, 2006.

United States of America

The following is a discussion of the material United States federal income tax consequences relating to the purchase, ownership and disposition of H shares or ADSs by U.S. Holders (as defined below) that acquire the shares or ADSs for cash and hold them as capital assets. This discussion is based on the Internal Revenue Code of 1986, as amended, or the Code, Treasury regulations promulgated thereunder, and administrative and judicial interpretations thereof, all as in effect on the date hereof and all of which are subject to change, possibly with retroactive effect. This discussion does not address all of the tax considerations that may be relevant to specific U.S. Holders in light of their particular circumstances or to U.S. Holders subject to special treatment under U.S. federal income tax law (such as banks, insurance companies, tax-exempt entities, retirement plans, regulated investment companies, partnerships, dealers in securities, brokers, U.S. expatriates, persons who have acquired our H shares or ADSs as part of a straddle, hedge, conversion, or other integrated investment, persons who own, directly or by attribution, 10% or more of the combined voting power of all classes of stock of China Life or persons that have a functional currency other than the U.S. dollar). This discussion does not address any U.S. state or local or any U.S. federal estate, gift or alternative minimum tax considerations.

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As used in this discussion, the term "U.S. Holder" means a beneficial owner of H shares or ADSs that is, for U.S. federal income tax purposes, (i) an individual who is a citizen or resident of the United States, (ii) a corporation created or organized in or under the laws of the United States or of any state or political subdivision thereof or therein, including the District of Columbia or (iii) an estate or trust the income of which is subject to U.S. federal income tax regardless of the source thereof.

Investors are urged to consult their own tax advisers as to the particular tax considerations applicable to them relating to the purchase, ownership and disposition of H shares or ADSs in their individual circumstances, including the applicability of U.S. federal, state and local tax laws, any changes in applicable tax laws and any pending or proposed legislation or regulations.

Taxation of Dividends

Subject to the discussion below under "Special Rules", cash distributions with respect to the H shares or ADSs owned by a U.S. Holder will, upon receipt, be includible in the gross income of such U.S. Holder as ordinary dividend income to the extent of our current and accumulated earnings and profits, as determined under U.S. federal income tax principles. To the extent that the amount of any such cash distribution exceeds our current and accumulated earnings and profits as so computed, it will be treated first as a non-taxable return of capital to the extent of the U.S. Holder's adjusted tax basis in such H shares or ADSs and, to the extent the amount of such cash distribution exceeds adjusted tax basis, will be treated as gain from the sale of such H shares or ADSs. Dividends paid by us generally will constitute income from sources outside the United States for foreign tax credit limitation purposes and will not be eligible for the dividends received deduction.

Dividends received by individuals during taxable years beginning on or before December 31, 2010 from "qualified foreign corporations" are generally subject to a maximum U.S. federal income tax rate of 15%, so long as certain holding period requirements are met. A non-U.S. corporation (other than a passive foreign investment company) generally will be considered to be a qualified foreign corporation (i) if it is eligible for the benefits of a comprehensive income tax treaty with the United States which the Secretary of the Treasury determines is satisfactory for purposes of the relevant provision and which includes an exchange of information program or (ii) with respect to any dividend it pays on stock which is readily tradable on an established securities market in the United States. The Treasury Department has determined that the U.S.-China income tax treaty as currently in effect meets the requirements described in clause (i) above. In addition, the ADSs are readily tradable on the New York Stock Exchange, an established securities market in the United States. Each U.S. Holder that is an individual is urged to consult his or her tax adviser regarding the applicability of this reduced rate to dividends received with respect to the H shares or ADSs in his particular circumstance.

The U.S. dollar value of any distribution made by us in Hong Kong dollars (or other currency that is not the U.S. dollar, or a "foreign currency"), should be calculated by reference to the exchange rate in effect on the date of receipt of such distribution by Deutsche Bank Trust Company Americas, as depository, in the case of ADSs, or by the U.S. Holder, in the case of H shares held directly by such U.S. Holder regardless of whether the Hong Kong dollars (or such other foreign currency) so received are converted into U.S. dollars on the date of receipt. If the Hong Kong dollars (or such other foreign currency) so received are converted into U.S. dollars on the date of receipt, such U.S. Holder generally should not recognize foreign currency gain or loss on such conversion. If the Hong Kong dollars (or such other foreign currency) are not converted into U.S. dollars on the date of receipt, such U.S. Holder will have a basis in the Hong Kong dollars (or such other foreign currency) equal to their U.S. dollar value on the date of receipt. Any gain or loss on a subsequent conversion or other disposition of the Hong Kong dollars (or such other foreign currency) generally will be treated as ordinary income or loss from sources within the United States for foreign tax credit limitation purposes.

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As described above under *The People's Republic of China Taxation of Dividends*, under current practice, Chinese withholding tax is not collected from dividends paid with respect to overseas shares; such as H shares and ADSs, to a recipient who is an individual who is not a resident of China. If the U.S. Holder is a non-resident enterprise, or if in the future, Chinese withholding tax were to be collected from dividends paid to non-resident individuals on H shares or ADSs, such U.S. Holders may be entitled, at its option, to either a deduction or a tax credit for the amount paid or withheld. There are significant and complex limitations that apply to foreign tax credits. The availability of the foreign tax credit and the application of the limitations on the credit are fact specific and U.S. Holders are urged to consult their own U.S. tax advisers with respect to foreign tax credit considerations in their individual circumstances.

Sale or other Disposition of H Shares or ADSs

Subject to the discussion below under *Special Rules*, a U.S. Holder generally will recognize gain or loss for U.S. federal income tax purposes upon a sale or other disposition of H shares or ADSs that it owns in an amount equal to the difference between the amount realized from the sale or disposition and the U.S. Holder's adjusted tax basis in such H shares or ADSs. The gain or loss generally will be a capital gain or loss and will be long-term capital gain (taxable at a reduced rate for individuals) or loss if, on the date of sale or disposition, such H shares or ADSs were held by the U.S. Holder for more than one year and will generally be U.S. source gain or loss. The claim of a deduction in respect of a capital loss may be subject to limitations.

A U.S. Holder that receives Hong Kong dollars (or other foreign currency) from the sale or disposition generally will realize an amount equal to the U.S. dollar value of the Hong Kong dollars (or such other foreign currency) on the settlement date of the sale or disposition if (i) the U.S. Holder is a cash basis or electing accrual basis taxpayer and our H shares or ADSs, as the case may be, are treated as being traded on an established securities market for this purpose or (ii) the settlement date is the date of the sale or disposition. If the Hong Kong dollars (or such other foreign currency) so received are converted into U.S. dollars on the settlement date, the U.S. Holder should not recognize foreign currency gain or loss on the conversion. If the Hong Kong dollars (or such other foreign currency) so received are not converted into U.S. dollars on the settlement date, the U.S. Holder will have a basis in the Hong Kong dollars (or such other foreign currency) equal to the U.S. dollar value on the settlement date. Any gain or loss on a subsequent conversion or other disposition of the Hong Kong dollars (or such other foreign currency) generally will be treated as ordinary income or loss from sources within the United States for foreign tax credit limitation purposes. A U.S. Holder should consult its own tax adviser regarding the U.S. federal income tax consequences of receiving Hong Kong dollars (or other currency) from a sale or disposition of the H shares or ADSs in cases not described in this paragraph.

A U.S. Holder that is a non-resident enterprise may be subject to Chinese tax on the gain realized upon the sale or other disposition of H shares or ADS. See *Item 10. Additional Information Taxation The People's Republic of China Taxation of Capital Gains* above. Holders should consult their own tax advisers concerning their ability to credit such Chinese taxes against their U.S. federal income tax liability in their particular situation.

Table of Contents***Special Rules***

Related Person Insurance Income. Certain adverse U.S. income and tax reporting rules may apply to U.S. shareholders who, directly or indirectly, own stock of a non-U.S. corporation that earns related person insurance income (RPII), if 25% or more of the non-U.S. corporation's direct or indirect shareholders are U.S. persons. RPII is generally defined as insurance income derived from the insurance (or reinsurance) of insureds who are U.S. shareholders in the non-U.S. corporation or who are related to such U.S. shareholders. If applicable, these rules would require U.S. Holders to include in taxable income each year their pro rata share of any RPII incurred by us for the year, regardless of whether such income is distributed, and also to file I.R.S. Form 5471, disclosing certain information regarding their direct or indirect ownership of China Life. Special rules apply for purposes of determining each U.S. shareholder's pro rata share of any RPII. For organizations that are otherwise exempt from U.S. federal income tax under section 501(a) of the Code, any such income would constitute unrelated business taxable income. These rules could also apply to convert some or all of the gain recognized from the sale or disposition of H shares or ADSs from capital gain to ordinary income and to require such gain to be reported on I.R.S. Form 5471.

Under a statutory exception, these rules do not apply if less than 20% of the non-U.S. corporation's insurance income is RPII or if less than 25% of the non-U.S. corporation's stock is owned by U.S. shareholders. Because CLIC holds approximately 68.37% of our share capital, and because we do not offer or intend to offer our products and services in the United States, it is highly unlikely that the RPII rules will apply. If more of our shares are sold to the public in the future, it is possible that such rules could apply at a later date.

Passive Foreign Investment Company. In general, a non-U.S. corporation will be a passive foreign investment company, or a PFIC, if 75% or more of its gross income constitutes passive income or 50% or more of its assets produce passive income or are held for the production of passive income.

For the purpose of determining whether a non-U.S. corporation is a PFIC, passive income is defined to include income of the kind which would be foreign personal holding company income under section 954(c) of the Code, and generally includes interest, dividends, annuities and other investment income. Passive income does not include interest income or dividends received from controlled subsidiaries or certain other related persons, to the extent properly allocable to income of such related person that is not passive income. In addition, the PFIC provisions specifically exclude from the definition of passive income any income derived in the active conduct of an insurance business by a corporation which is predominantly engaged in an insurance business and which would be subject to tax under subchapter L if it were a domestic corporation. This exception is intended to ensure that income derived by a bona fide insurance company is not treated as passive income. Thus, to the extent that income is attributable to financial reserves in excess of the reasonable needs of the insurance business, it may be treated as passive income.

We believe that we were in 2009, and we anticipate that we will continue to be, predominantly engaged in an insurance business and we believe that we did not in 2009, and will not, have financial reserves in excess of the reasonable needs of our insurance business. As a result, our income derived and assets held in the active conduct of our insurance business should not be passive income and passive assets, and we do not expect to be classified as a PFIC for any tax year. However, there is little guidance on the circumstances under which a non-U.S. company will be treated as predominantly engaged in an insurance business for purposes of determining PFIC status. Accordingly, there is no assurance that the U.S. Internal Revenue Service will not take a contrary position and assert that we are a PFIC. Furthermore, an actual determination of PFIC status is inherently factual in nature and cannot be made until the close of each applicable tax year and, accordingly, no assurances can be given that we will not become a PFIC at some point in the future.

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In general, a U.S. shareholder of a PFIC is subject to a special tax and an interest charge at the time of the sale of (or receipt of an excess distribution with respect to) its shares in the PFIC. In general, a shareholder is treated as having received an excess distribution if the amount of the distribution was more than 125% of the average distribution with respect to its shares during the three preceding taxable years (or shorter period during which the taxpayer held the shares). The special tax is computed by assuming that the excess distribution or, in the case of a sale, the gain with respect to the shares was earned in equal portions throughout the holder's period of ownership. The portion allocable to each year prior to the year of sale is taxed at the maximum marginal tax rate applicable for each such period. The interest charge is determined based on the applicable rate imposed on underpayments of U.S. federal income tax for the period. The special tax and the interest charge generally will not apply to a U.S. shareholder that validly makes a qualified electing fund election under section 1295 of the Code with respect to the shares of the PFIC. We do not intend to comply with the requirements necessary to permit a U.S. Holder to make such an election with respect to H shares or ADSs.

The above results may also be avoided if a mark-to-market election is available and a U.S. Holder validly makes such an election. If the election is made, such U.S. Holder generally will be required to take into account the difference, if any, between the fair market value of, and its adjusted tax basis in, its H shares or ADSs at the end of each taxable year as ordinary income or ordinary loss (to the extent of any net mark-to-market gain previously included in income), and to make corresponding adjustments to the tax basis of such H shares or ADSs. In addition, any gain from a sale or other disposition of H shares or ADSs will be treated as ordinary income, and any loss will be treated as ordinary loss (to the extent of any net mark-to-market gain previously included in income). A mark-to-market election is available to a U.S. Holder only if our H shares or ADSs are considered marketable stock for these purposes. Generally, stock will be considered marketable stock if it is regularly traded on a qualified exchange within the meaning of applicable U.S. Treasury regulations. A class of stock is regularly traded during any calendar year during which such class of stock is traded, other than in *de minimis* quantities, on at least 15 days during each calendar quarter. A non-U.S. securities exchange will constitute a qualified exchange if it is regulated or supervised by a governmental authority of the country in which the market is located and meets certain trading, listing, financial disclosure and other requirements set forth in the Treasury Regulations. We do not know whether our H shares or ADSs will be treated as marketable stock for these purposes.

If we are a PFIC in any taxable year during which a U.S. Holder owns H Shares or ADSs, such U.S. Holder (i) may also suffer adverse tax consequences under the PFIC rules described above with respect to any other PFIC in which we have a direct or indirect equity interest and (ii) generally will be required to file annually a statement with its U.S. federal income tax returns. U.S. Holders should consult their own tax advisers regarding the U.S. federal income tax consequences of a direct or indirect investment in a PFIC.

Reportable Transactions

U.S. Holders that participate in reportable transactions (as defined in Treasury Regulations) must attach to their federal income tax returns a disclosure statement on Form 8886. We urge U.S. Holders to consult their own tax advisers as to the possible obligation to file Form 8886 with respect to the ownership or disposition of any Hong Kong dollars (or other foreign currency) received as a dividend or as proceeds from the sale of H shares or ADSs, or any other aspect of the purchase, ownership or disposition of H shares or ADSs.

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Disclosure Requirements for Specified Foreign Financial Assets

Under recent legislation, individual U.S. Holders (and certain U.S. entities specified in IRS guidance) who, during any taxable year, hold any interest in any specified foreign financial asset generally will be required to file with their U.S. federal income tax returns a statement setting forth certain information if the aggregate value of all such assets exceeds \$50,000. Specified foreign financial asset generally includes any financial account maintained with a non-U.S. financial institution and may also include H Shares or ADSs if they are not held in an account maintained with a U.S. financial institution. Substantial penalties may be imposed for a failure to comply. U.S. Holders should consult their own tax advisers as to the possible application to them of this new filing requirement.

F. DIVIDENDS AND PAYING AGENTS

Not applicable.

G. STATEMENT BY EXPERTS

Not applicable.

H. DOCUMENTS ON DISPLAY

You may read and copy documents referred to in this annual report on Form 20-F that have been filed with the U.S. Securities and Exchange Commission, or SEC, at its public reference room located at 100 F Street, NE, Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference rooms and their copy charges. The SEC also maintains a website at <http://www.sec.gov> that contains reports, proxy statements and other information regarding the registrations that file electronically with the SEC.

The SEC allows us to incorporate by reference the information we filed with the SEC. This means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is considered to be part of this annual report on Form 20-F.

I. SUBSIDIARY INFORMATION

Not applicable.

ITEM 11. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Our exposure to financial market risks relates primarily to changes in interest rates, equity prices and exchange rates. The following discussions and tables, which constitute forward-looking statements that involve risks and uncertainties, summarize our market-sensitive financial instruments including fair value and maturity. Such discussions address market risk only and do not present other risks which we face in the normal course of business.

Table of Contents**Interest Rate Risk**

Our profitability is affected by changes in interest rates. Although the PBOC increased several times the benchmark deposit rate in from 2004 to 2007, we are currently experiencing a comparatively low interest rate environment in general. If interest rates were to further increase in the future, surrenders and withdrawals of insurance and annuity policies and contracts may increase as policyholders seek other investments with higher perceived returns. This process may result in cash outflows requiring that we sell investment assets at a time when the prices of those assets are adversely affected by the increase in market interest rates, which may result in realized investment losses. In addition, if interest rates were to increase, but the CIRC did not raise the cap set by the CIRC on the rates we guarantee, sales of some of our products, including our non-participating investment type products, could be adversely affected. If interest rates were to decline, the income we realize from our investments may decline, affecting our profitability. In addition, as instruments in our investment portfolio mature, we might have to reinvest the funds we receive in investments bearing a lower interest rate.

For the years ended December 31, 2009 and 2008, the investment yield was 5.78% and 3.48%, respectively.

Investment contracts are generally priced with guaranteed interest rates, subject to a cap on guaranteed rates set by the CIRC, which is currently 2.50%. Dividends on participating policies are required to be at least 70% of distributable earnings attributable to such policies.

The following tables set forth selected assets and liabilities with exposure to interest rates as of December 31, 2009 and 2008.

As of December 31, 2009	Expected Maturity Date						Total	Fair value
	2010	2011	2012	2013	2014	Thereafter		
<i>(RMB in millions, except as otherwise stated)</i>								
Assets								
Held-to-maturity and available-for-sale debt securities								
Fixed rate bonds								
in RMB	4,206	32,650	5,521	7,824	20,552	480,981	551,734	550,128
Average interest rate	3.68%	4.57%	4.74%	4.66%	4.75%	4.36%	4.39%	
in US\$								
Average interest rate								
in HK\$						7	7	7
Average interest rate						5.38%	5.38%	
Variable rate bonds								
in RMB	3,784	1,746	1,008	5,073	3,219	8,362	23,192	23,546
Average interest rate	4.76%	5.33%	5.10%	4.98%	5.62%	4.68%	4.96%	
in US\$	854			2,048			2,902	2,902
Average interest rate	0.99%			1.41%			1.29%	
Term deposits (excluding structured deposits)								
in RMB	77,580	19,200	36,400	78,367	58,850	64,500	337,897	337,897
Average interest rate	2.69%	4.34%	3.78%	4.06%	3.64%	3.76%	3.60%	

in US\$	6,813						6,813	6,813
Average interest rate	3.18%						3.18%	

Structured deposits ⁽¹⁾

in US\$			273				273	272
Average interest rate			0.95%				0.95%	

Liabilities

Securities sold under agreements to repurchase	33,553						33,553	33,553
Average interest rate	1.84%						1.84%	

Investment contracts	2,035	1,043	1,118	657	2,144	60,329	67,326	66,184
Average interest rate	2.02%	1.34%	1.39%	2.50%	2.50%	2.35%	2.32%	

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As of December 31, 2008	Expected Maturity Date						Total	Fair value
	2009	2010	2011	2012	2013	Thereafter		
<i>(RMB in millions, except as otherwise stated)</i>								
Assets								
Held-to-maturity and available-for-sale debt securities								
Fixed rate bonds								
in RMB	28,157	3,202	52,559	8,386	17,379	405,956	515,638	553,271
Average interest rate	4.23%	4.50%	4.57%	4.33%	4.59%	4.34%	4.37%	
in US\$								
Average interest rate								
Variable rate bonds								
in RMB	3,600	3,845	1,861	1,216	6,557	11,224	28,303	28,641
Average interest rate	6.06%	4.94%	4.86%	5.04%	4.87%	4.90%	5.05%	
in US\$		854			2,050		2,905	2,905
Average interest rate		3.15%			3.49%		3.39%	
Term deposits (excluding structured deposits)								
in RMB	59,700	18,080	19,200	39,400	78,367	5,699	220,446	220,446
Average interest rate	3.95%	4.13%	4.34%	3.79%	4.06%	3.97%	4.01%	
in US\$	4,921						4,921	4,921
Average interest rate	6.00%						6.00%	
Structured deposits ⁽¹⁾								
in US\$				273		2,632	2,905	2,887
Average interest rate				3.65%		8.09%	7.67%	
Liabilities								
Securities sold under agreements to repurchase								
	11,390						11,390	11,390
Average interest rate	1.14%						1.14%	
Investment contracts								
	2,258	947	1,088	783	1,274	46,879	53,229	51,212
Average interest rate	2.31%	2.15%	1.58%	2.50%	2.50%	2.47%	2.44%	

(1) assuming the interest rates are within the specified ranges

and the deposits
are not
terminated
earlier by the
banks.

Table of Contents**Equity Price Risk**

Our investments in securities investment funds or equity securities expose us to changes in equity prices. We manage this risk on an integrated basis with other risks through our asset-liability management strategies. We also manage equity price risk through industry and issuer diversification and asset allocation techniques.

The following table sets forth our exposure to equity securities as of December 31, 2009 and 2008.

	As of December 31,			
	2008			2009
	Carrying amount	Fair value	Carrying amount	Fair value
	<i>(RMB in millions)</i>			
Equity securities	75,082	75,082	179,416	179,416
Financial assets at fair value through income (held for trading)	6,363	6,363	2,742	2,742
Available-for-sale	68,719	68,719	176,674	176,674

A hypothetical 10% decline in the December 31, 2008 and 2009 value of the available-for-sale equity securities would result in an unrealized loss of approximately RMB 6,823 million and RMB 17,548 million, respectively.

A hypothetical 10% decline in the December 31, 2008 and 2009 value of the financial assets at fair value through income equity securities would result in a charge to the income statement of approximately RMB 636 million and RMB 271 million, respectively.

The selection of a 10% immediate change in the value of equity securities should not be construed as a prediction by us of future market events but rather as an illustration of the potential impact of such an event.

Foreign Exchange Risk

Our exposure to fluctuations in foreign currency exchange rates against RMB results primarily from our holdings in non-RMB denominated structured deposits and term deposits. Our debts and capital expenditures are predominantly in RMB and the principal currencies which create foreign currency exchange rate risk in our deposits are the U.S. dollar, Japanese yen and Hong Kong dollar. We recorded RMB 28 million (US\$4 million) foreign exchange losses for the year ended December 31, 2009, resulting from our assets held in foreign currencies, which were affected by the appreciation of the Renminbi. Future movements in the exchange rate of RMB against the U.S. dollar and other foreign currencies may adversely affect our results of operations and financial condition.

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The following tables set forth assets denominated in currencies other than RMB as of December 31, 2009 and 2008.

As of December 31, 2009	Expected Maturity Date						Total	Fair value
	2010	2011	2012	2013	2014	Thereafter		
	<i>(in millions)</i>							
Debt securities								
in US\$		125			300		425	425
Average interest rate		3.15%			3.49%		3.39%	
in HK\$						8	8	8
Average interest rate						5.38%	5.38%	
Term deposits (excluding structured deposits)								
in US\$	998						998	998
Average interest rate	3.18%						3.18%	
Structured deposits⁽¹⁾								
in US\$				40			40	40
Average interest rate				0.95%			0.95%	
Cash and Cash equivalents								
in US\$		5					5	5
Average interest rate		1.95%					1.95%	
in HK\$		341					341	341
Average interest rate		0.00%					0.00%	

(1) assuming the interest rates are within the specified range and the deposits are not terminated earlier by the banks.

As of December 31, 2008	Expected Maturity Date						Total	Fair value
	2009	2010	2011	2012	2013	Thereafter		
	<i>(in millions)</i>							
Debt securities								
in US\$		125			300		425	425
Average interest rate		3.15%			3.49%		3.39%	

Term deposits (excluding structured deposits)

in US\$	720		720	720
Average interest rate	6.00%		6.00%	

Structured deposits⁽¹⁾

in US\$		40	385	425	425
Average interest rate		3.65%	8.09%	7.67%	

Cash and Cash equivalents

in US\$	1,205		1,205	1,205
Average interest rate	3.57%		3.57%	

in HK\$	579		579	579
Average interest rate	0.10%		0.10%	

ITEM 12. DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES.**A. DEBT SECURITIES**

Not applicable.

B. WARRANTS AND RIGHTS

Not applicable.

C. OTHER SECURITIES

Not applicable.

Table of Contents**D. AMERICAN DEPOSITARY SHARES**

The table below sets forth all fees and charges that a holder of our ADRs may have to pay to the depositary bank of our ADR program, either directly or indirectly.

Category	Depositary Actions	Associated Fee
(a) Depositing or substituting the underlying shares	Each person to whom ADRs are issued against deposits of shares, including deposits and issuances in respect of: share distributions, rights, merger exchange of securities or any other transaction or event or other distribution affecting the ADSs or the deposited securities	US\$5.00 for each 100 ADSs (or portion thereof) evidenced by the new ADRs delivered
(b) Receiving or distributing dividends	Distribution of dividends	US\$0.02 or less per ADS
(c) Selling or exercising rights	Distribution or sale of securities, the fee being in an amount equal to the fee for the execution and delivery of ADSs which would have been charged as a result of the deposit of such securities	US\$5.00 for each 100 ADSs (or portion thereof)
(d) Withdrawing an underlying security	Acceptance of ADRs surrendered for withdrawal of deposited securities	US\$5.00 for each 100 ADSs (or portion thereof) evidenced by the ADRs surrendered
(e) Transferring, splitting or grouping receipts	Transfers, combining or grouping of depositary receipts	US\$1.50 per ADS
(f) Expenses of the depositary	Expenses incurred on behalf of ADR holders in connection with: compliance with foreign exchange control regulations or any law or regulation relating to foreign investment; the depositary's or its custodian's compliance with applicable law, rule or regulation; stock transfer or other taxes and other governmental charges; cable, telex, facsimile transmission and delivery; expenses of the depositary in connection with the conversion of foreign currency into U.S. dollars (which are	Expenses payable at the sole discretion of the depositary by billing ADR holders or by deducting charges from one or more cash dividends or other cash distributions.

paid out of such foreign currency); and

any other charge payable by depositary or its agents.

J.P.Morgan Chase Bank, N.A., or J.P. Morgan, served as the depositary bank of our ADR program until January 3, 2010. J.P. Morgan, as depositary, has agreed to reimburse certain reasonable Company expenses related to our ADR program and incurred by us in connection with our ADR program. The table below sets forth the amounts reimbursed from January 1, 2009 to January 3, 2010.

Category of Expenses	Amount Reimbursed from January 1, 2009 to January 3, 2010	
Investor relations ⁽¹⁾	US\$	262,627.05
Broker reimbursements ⁽²⁾	US\$	42,400.65
Total	US\$	305,027.70

(1) Includes expenses related to announcement of results, ADR training programs, non-deal roadshows and investor relations activities.

(2) Broker reimbursements are fees payable to Broadridge and other service providers for the distribution of hard copy material to beneficial ADR holders holding in the Depositary Trust Company. Corporate material includes information related to shareholders meetings and related voting

instruction
cards. These
fees are SEC
approved.

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As part of its service to us, J.P. Morgan agreed to waive fees for the standard costs associated with the administration of our ADR program, associated operating expenses and investor relations advice estimated to total US\$150,000 from January 1, 2009 to January 3, 2010.

Deutsche Bank Trust Company Americas, or Deutsche Bank, has served as the depository bank of our ADR program since January 4, 2010. Deutsche Bank has agreed to reimburse certain reasonable Company expenses related to our ADR program and incurred by us in connection with our ADR program. The table below sets forth the amounts reimbursed from January 4, 2010 to April 23, 2010.

Category of Expenses	Amount Reimbursed from January 4, 2010 to April 23, 2010	
NYSE listing fees	US\$	38,000.00
Legal fees ⁽¹⁾	US\$	69,363.12
Investor relations ⁽²⁾	US\$	23,410.00
Total	US\$	130,773.12

(1) Includes legal expenses related to change of our depository bank.

(2) Includes expenses related to a investor relations conference in Japan.

PART II**ITEM 13. DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES.**

None.

ITEM 14. MATERIAL MODIFICATIONS TO THE RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS.**A. MATERIAL MODIFICATION TO THE RIGHTS OF SECURITY HOLDERS**

See Item 10. Additional Information Articles of Association .

B. USE OF PROCEEDS

The following use of proceeds information relates to our registration statement on Form F-1 (File No. 333-110615), filed by us in connection with our initial public offering of H shares in the United States. In connection with the registration of the H shares, a registration statement on Form F-6 (File No.333-110622) was also filed for ADSs representing such H shares. Each of these two registration statements was declared effective by the SEC on December 11, 2003. Our H shares commenced trading on the Hong Kong Stock Exchange on December 18, 2003 and the ADSs on the New York Stock Exchange on December 17, 2003.

The net proceeds from the initial public offering of our shares, after deduction of fees and expenses, amounted to RMB 24,707 million and were held in either H.K. dollars or U.S. dollars. As of the date of this annual report, a substantial part of the cash proceeds from our global offering was held in bank deposit accounts denominated in foreign currencies in China, part of the cash proceeds was invested in stocks listed on overseas stock exchanges, and part of the cash proceeds was invested in debt securities denominated in foreign currencies. We gradually converted approximately US\$300 million of the cash proceeds into Renminbi to reduce foreign exchange risks. We invested approximately US\$433 million, in addition to 2,282 billion in Renminbi, in Guangdong Development Bank in December 2006. We used approximately HK\$5.8 billion for investments in Sino-Ocean Land Holdings Limited

during its target offering in 2009.

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ITEM 15. CONTROLS AND PROCEDURES.

Disclosure Controls and Procedures

As required by Rule 13a-15(b) of the Securities Exchange Act of 1934, we have carried out an evaluation, under the supervision and with the participation of our management, including our chief executive officer and our chief financial officer, of the effectiveness of our disclosure controls and procedures as of December 31, 2009, the end of the period covered by this annual report. Based on that evaluation, our chief executive officer and our chief financial officer concluded that our disclosure controls and procedures were effective at a reasonable assurance level as of December 31, 2009.

Management's Report on Internal Control Over Financial Reporting

Management of China Life Insurance Company Limited (together with its consolidated subsidiaries, the Company) is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended. The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with applicable generally accepted accounting principles. The Company's internal control over financial reporting includes those policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets and liabilities of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with the applicable generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2009. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control - Integrated Framework. Based on this assessment, management determined that the Company's internal control over financial reporting was effective as of December 31, 2009.

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The Company's internal control over financial reporting as of December 31, 2009 has been audited by PricewaterhouseCoopers, an independent registered public accounting firm, as stated in their report which is on page F-2 of this annual report, which expresses an unqualified opinion on the effectiveness of the Company's internal control over financial reporting as of December 31, 2009.

Changes in Internal Control over Financial Reporting

There were no changes to the Company's internal control over financial reporting as defined in Exchange Act Rule 13a-15(f) during the year ended December 31, 2009 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

In 2009, the Company adopted IFRS for the first time to prepare its financial statements, and restated its financial statements for the year ended December 31, 2008. The Company updated relevant controls in its financial statement restatement process and reserves evaluation process to ensure the effectiveness of internal control over financial reporting. The Company has performed appropriate tests to ensure the effectiveness of internal control over financial reporting, and did not find any significant issue.

ITEM 16A. AUDIT COMMITTEE FINANCIAL EXPERT.

Our board of directors has determined that Mr. Bruce Douglas Moore qualifies as an audit committee financial expert as defined in Item 16A of Form 20-F. Mr. Moore is independent in accordance with the applicable requirements of Rule 10A-3 of the Securities Exchange Act of 1934. Mr. Moore was appointed as an independent non-executive director and a member of the audit committee of our company in June 2009. For Mr. Moore's biographical information, see Item 6. Directors, Senior Management and Employees.

ITEM 16B. CODE OF ETHICS.

At the board of directors meeting held on June 29, 2004, we adopted a code of business conduct and ethics that applies to our chief executive officer, chief financial officer, controller and other senior officers of our company. We have filed the adopted code of business conduct and ethics as an exhibit to our annual report on Form 20-F for the fiscal year ended December 31, 2004, as filed on May 27, 2005.

ITEM 16C. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

The following table sets forth the aggregate audit fees, audit-related fees, tax fees and all other fees paid to our principal accountants for the fiscal years of 2009 and 2008.

	Audit Fees	Audit-Related Fees	Tax Fees	All Other Fees
		<i>(RMB in millions)</i>		
2009	69.50 ⁽¹⁾			
2008	64 ⁽¹⁾			

(1) Audit fees include fees billed for professional services rendered for audits of the consolidated financial statements, review of interim financial statements, statutory audits

of China Life
and its
subsidiaries.

According to our current internal rules, before our principal accountants are engaged by us to render audit or non-audit services, the engagement must be approved by our audit committee.

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ITEM 16D. EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES.

Not applicable.

ITEM 16E. PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS.

As of December 31, 2009, China Life and its subsidiaries had not purchased, sold or redeemed any of China Life's shares.

ITEM 16F. CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT.

Not applicable.

ITEM 16G. CORPORATE GOVERNANCE.

As a Chinese company with H shares, ADSs and A shares publicly traded on the HKSE, the NYSE and the SSE, respectively, we must comply with the corporate governance standards provided by PRC company law and other laws, as well as the securities laws and regulations in Hong Kong, United States and the listing requirements of the HKSE, the NYSE and the SSE that are applicable to us. The description set forth below includes, for purpose of Section 303A.11 of the NYSE Listed Company Manual, a summary of the significant ways in which our corporate governance practices differ from those followed by U.S. domestic companies under NYSE rules.

Board Independence

We identify our independent non-executive directors in accordance with the qualifications provided by relevant PRC and Hong Kong regulations, which prohibit independent directors from having, among other things, specified interests in our securities or business, relationships with the management and financial dependence on us. These tests vary in certain respects with those set forth under Section 303A.02 of the NYSE Listed Company Manual.

Section 303A.02 of the NYSE Listed Company Manual also requires the board of directors to affirmatively determine that the director has no material relationship with the company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the company). Under the HKSE Listing Rules, each independent non-executive director must provide an annual confirmation of his independence to the listed company. Under the Tentative Guidelines on Corporate Governance of Insurance Companies issued by the CIRC in 2006 (the "Chinese Insurance Company Corporate Governance Guidelines"), each independent director must make a public announcement of the director's independence and commitment to duties.

Section 303A.01 of the NYSE Listed Company Manual provides that a U.S. domestic issuer must have a majority of independent directors, unless more than 50% of such issuer's voting power for the election of directors is controlled by an individual, a group or another company (a "controlled company"). Because more than 60% of our voting power is controlled by CLIC, we, as with controlled U.S. domestic companies, would not be required to comply with this independent board requirement. As of the date of this annual report, our board of directors comprised eleven directors, including four executive directors, three non-executive directors and four independent non-executive directors.

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Section 303A.03 of the NYSE Listed Company Manual requires a U.S. domestic company to have its non-management directors meet at regularly scheduled executive sessions without management and hold an executive session including only independent directors at least once a year, or hold regular executive sessions of independent directors. We are not required by PRC or Hong Kong laws or requirements on mandatory basis to hold, and did not hold, such sessions in the year of 2009.

Nominating/Corporate Governance Committee and Compensation Committee

Under Section 303A.04 of the NYSE Listed Company Manual, a U.S. domestic company must have a nominating/corporate governance committee composed entirely of independent directors with a written charter that addresses certain specified responsibilities, unless it is a controlled company. Section 303A.05 of the NYSE Listed Company Manual requires a U.S. domestic company to have a compensation committee composed entirely of independent directors with a written charter that addresses certain specified duties, unless it is a controlled company. We, as with controlled U.S. domestic companies, are not required under NYSE rules to have such a nominating/corporate governance committee or compensation committee. We have established a nominating and remuneration committee in accordance with the HKSE Listing Rules, comprised of a majority of independent non-executive directors as construed under those rules. The nominating and remuneration committee is mainly responsible for the review and recommendation of the nomination of our directors and senior officers, as well as the formulation of training and remuneration policy for our senior management. The Chinese Insurance Company Corporate Governance Guidelines require that nominating and remuneration committees of Chinese insurance companies be comprised entirely of non-executive directors with the independent directors as the Chairmen. In the year of 2009, our nominating and remuneration committee comprised two independent non-executive directors and one non-executive director with one of the independent non-executive directors serving as the Chairman. We have complied with the composition requirements of the nomination and remuneration committee as prescribed under the Chinese Insurance Company Corporate Governance Guidelines.

Audit Committee

The NYSE rules set forth two levels of audit committee standards for U.S. domestic companies and foreign private issuers. As a foreign private issuer, we are required to comply with the audit committee requirements under Section 303A.06 of the NYSE Listed Company Manual, such as audit committee independence and certain functions and powers, but are not subject to the additional qualifications, independence, function and other requirements for U.S. domestic companies provided under Section 303A.07 of the NYSE Listed Company Manual.

We have established an audit committee in accordance with the requirements of Section 303A.06 of the NYSE Listed Company Manual, the HKSE Listing Rules and the Chinese Insurance Company Corporate Governance Guidelines. The primary duties of the audit committee are to review and supervise the financial reporting process, to assess the effectiveness of our internal control system, to supervise our internal audit system and to implement and recommend the engagement or replacement of external auditors.

Corporate Governance Guidelines

Under Section 303A.09 of the NYSE Listed Company Manual, a U.S. domestic company must adopt and disclose corporate governance guidelines that address specified key subjects. We are not required by Chinese or Hong Kong laws or requirements to, and currently do not, have such corporate governance guidelines. However, we address several of the key subjects required by the NYSE Listed Company Manual to be included in the corporate governance guidelines in our articles of association, Rules of Procedures for Board of Directors, Rules of Internal Control and other internal corporate documents.

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In addition, under the HKSE Listing Rules, we are expected to comply with, but may choose to deviate from, the provisions of the Code on Corporate Governance Practices in the HKSE Listing Rules, which sets out the principles of good corporate governance for issuers. However, we are disclose the reasons for deviation, if any, in our interim and annual reports.

We are required by the China Securities Regulatory Commission (CSRC) to disclose in our annual report filed with the CSRC our actual corporate governance practice as compared with CSRC 's rules on corporate governance of listed companies. Under such rules, we are required to disclose the differences between our actual practices and the requirements under such rules, if any. Accordingly, we have disclosed in our annual report for the year of 2009 filed with the CSRC that we had established comparatively proper and sound corporate governance strictly in accordance with the PRC Company Law and PRC Securities Law as well as relevant rules and regulations, and that there were no significant differences between our actual corporate governance practices and relevant provisions and requirements under CSRC 's rules.

Code of Business Conduct and Ethics

Section 303A.10 of the NYSE Listed Company Manual requires U.S. domestic companies to adopt and disclose a code of business conduct and ethics for directors, officers and employees, and promptly disclose any waivers of the code for directors or executive officers. We have adopted a Code of Business Conduct and Ethics for Directors and Senior Officers and Code of Conduct for Employees. We have disclosed the Code of Business Conduct and Ethics for Directors and Senior Officers in our annual report under Form 20-F for fiscal year ended December 31, 2004 and are required to disclose in the annual report under Form 20-F any waivers of the code for directors or executive officers. In addition, according to the HKSE Listing Rules, all of our directors must comply with the Model Code for Securities Transactions by Directors of Listed Companies that sets forth the required standards with which the directors of a listed company must comply in securities transactions of the listed company. Under the Listing Rules of the Shanghai Stock Exchange, any of the directors, supervisors or senior management of the listed company shall not transfer any shares of such company held by him/her within one year of the listing of the company or six months after leaving the company. During his/her tenure at the company, he/she shall file with the Shanghai Stock Exchange for record in advance any proposed transaction in the shares of the company in accordance with the relevant rules and regulations. In case of changes in shareholdings in the company, he/she shall report the changes on a timely basis to the company, which must then make relevant announcements on the website of the Shanghai Stock Exchange.

Certification Requirements

Under Section 303A.12(a) of the NYSE Listed Company Manual, each U.S. domestic company Chief Executive Officer must certify to the NYSE each year that he or she is not aware of any violation by the listed company of NYSE corporate governance listing standards. There are no similar requirements under PRC or Hong Kong laws or requirements.

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PART III

ITEM 17. FINANCIAL STATEMENTS.

We have elected to provide the financial statements and related information specified in Item 18 in lieu of Item 17.

ITEM 18. FINANCIAL STATEMENTS.

See Index to Consolidated Financial Statements for a list of all financial statements filed as part of this annual report.

ITEM 19. EXHIBITS.

(a) See Item 18 for a list of the financial statements filed as part of this annual report.

(b) Exhibits to this annual report.

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EXHIBIT INDEX

No.	Description of Exhibit
1.1	Amended and Restated Articles of Association of the Registrant
2.1	Form of H share certificate ⁽¹⁾
2.2	Form of Deposit Agreement, including the Form of American Depositary Receipt ⁽²⁾
4.1	Restructuring Agreement ⁽¹⁾
4.2	Trademark License Agreement ⁽¹⁾
4.3	Policy Management Agreement ⁽⁴⁾
4.4	Asset Management Agreement between China Life Insurance Company Limited and China Life Asset Management Company Limited ⁽⁵⁾
4.5	Asset Management Agreement between China Life Insurance (Group) Company and China Life Asset Management Company Limited ⁽⁵⁾
4.6	Property Leasing Agreement
4.7	Non-Competition Agreement ⁽¹⁾
4.8	Confirmation Letter to Renew Policy Management Agreement ⁽⁵⁾
4.9	Agreement for Assignment of Rights and Obligations under Property Leasing Agreement ⁽⁵⁾
4.10	Capital Injection Agreement between China Life Insurance Company Limited and China Life Pension Insurance Company Limited ⁽⁵⁾
4.11	Capital Injection Agreement between China Life Insurance Company Limited and China Life Property and Casualty Insurance Company Limited ⁽⁵⁾
4.12	Capital Injection Agreement among China Life Insurance Company Limited, China Life Insurance (Group) Company and China Life Asset Management Company Limited ⁽⁵⁾
4.13	Entrustment and Account Management Agreement for Corporate Annuity Fund
8.1	List of subsidiaries of the Registrant
11.1	Code of Business Conduct and Ethics ⁽³⁾
12.1	Certification pursuant to Rule 13a-14(a)
12.2	Certification pursuant to Rule 13a-14(a)

13.1 Certification pursuant to Rule 13a-14(a) and Section 1350 of Chapter 63 of Title 18 of the United States Code

- (1) Incorporated by reference to the Registration Statement on Form F-1 (File No. 333-110615), filed with the Commission on December 9, 2003.
- (2) Incorporated by reference to the Registration Statement on Form F-6 (File No. 333-164005), filed with the Commission on January 4, 2010.
- (3) Incorporated by reference to the Annual Report on Form 20-F for the fiscal year ended December 31, 2004, filed with the Commission on May 27, 2005.
- (4) Incorporated by reference to the Annual Report on Form 20-F for the fiscal year ended December 31, 2005, filed with the Commission on May 30, 2006.
- (5) Incorporated by reference to the Annual Report on Form 20-F for the fiscal year ended December 31,

2008, filed with
the Commission
on April 28, 2009.

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SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

China Life Insurance Company Limited

By: /s/ Wan Feng

Name: Wan Feng

Title: President and Executive Director

Date: April 29, 2010

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**CHINA LIFE INSURANCE COMPANY LIMITED
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<u>Consolidated Statement of Changes in Equity for the years ended December 31, 2009 and 2008</u>	F-7
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Report of Independent Registered Public Accounting Firm

**To the Board of Directors and Shareholders of
China Life Insurance Company Limited**

In our opinion, the accompanying consolidated statements of financial position and the related consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flow present fairly, in all material respects, the financial position of China Life Insurance Company Limited and its subsidiaries (hereinafter the Group) at December 31, 2009 and December 31, 2008, and the results of their operations and their cash flows for each of the two years in the period ended December 31, 2009 in conformity with International Financial Reporting Standards as issued by the International Accounting Standards Board. Also in our opinion, the Group maintained, in all material respects, effective internal control over financial reporting as of December 31, 2009, based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Group’s management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management’s Report on Internal Control over Financial Reporting appearing under Item 15 of the 2009 Annual Report to shareholders. Our responsibility is to express opinions on these financial statements and on the Group’s internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company’s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**PricewaterhouseCoopers
Hong Kong, April 7, 2010**

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CHINA LIFE INSURANCE COMPANY LIMITED
Consolidated Statement of Financial Position
As at 31 December 2009

	As at 31 December 2009	As at 31 December 2008	As at 1 January 2008
Note	RMB million		