

CHINA LIFE INSURANCE CO LTD

Form 6-K

April 10, 2009

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Commission File Number 001-31914

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16 of the

Securities Exchange Act of 1934

April 10, 2009

China Life Insurance Company Limited

(Translation of registrant's name into English)

16 Chaowai Avenue

Chaoyang District

Beijing 100020, China

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Tel: (86-10) 8565-9999

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F:

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes No

If is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-_____

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China Life Insurance Company Limited issued a Circular and a Notice of Annual General Meeting on April 9, 2009, a copy of which is attached as Exhibit 99.1 hereto.

EXHIBIT LIST

Exhibit	Description
99.1	Circular and Notice of Annual General Meeting, dated April 9, 2009

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

China Life Insurance Company Limited
(Registrant)

By: /s/ Wan Feng
(Signature)

April 10, 2009

Name: Wan Feng
Title: President and Executive Director

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EXHIBIT 99.1

CHINA LIFE INSURANCE COMPANY LIMITED

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2628)

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Life Insurance Company Limited, you should at once hand this circular and the accompanying proxy form, reply slip for the Annual General Meeting and, if applicable, the 2008 Annual Report to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

CHINA LIFE INSURANCE COMPANY LIMITED

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock code: 2628)

Reports of the Board of Directors and Supervisory Committee for the Year 2008,

Audited Financial Statements and Auditor's Report for the Year 2008,

Profit Distribution and Cash Dividend Distribution Plan for the Year 2008,

Resolution on Remuneration of Directors and Supervisors,

Resolution on Re-appointment of PRC and International Auditors and

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Authorization of the Board of Directors to Determine their Remuneration,

Election of Directors of the Third Session of Board of Directors,

Election of Non-employee Representative Supervisors of the

Third Session of Supervisory Committee,

Resolution on Renewal of Liability Insurance for

the Directors and Senior Management Officers,

Proposed Amendments to the Articles of Association,

Proposed Amendments to the Procedural Rules for the Shareholders General Meetings,

the Procedural Rules for the Board of Directors Meetings and

the Procedural Rules for the Supervisory Committee Meetings of the Company,

Authorization of the Board of Directors to Issue Shares of the Company,

Duty Report of the Independent Directors for the Year 2008,

Report on the Status of Connected Transactions and Execution of

Connected Transaction Management System for the Year 2008,

and

Notice of Annual General Meeting

A notice convening the Annual General Meeting of China Life Insurance Company Limited to be held at conference room, Level 31, China Life Tower, 16 Chaowai Avenue, Chaoyang District, Beijing, China, on Monday, 25 May 2009 at 9:30 a.m. is set out on pages 5 to 24 of this circular.

Whether or not you are able to attend the Annual General Meeting, you are advised to read the notice of the Annual General Meeting and to complete and return the enclosed proxy form, in accordance with the instructions printed thereon. For holders of H Shares, the proxy form should be returned to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited, and for holders of A Shares, the proxy form should be returned to the Company's Board Secretariat Department in person or by post not less than 24 hours before the time stipulated for convening the Annual General Meeting or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending, and voting at, the Annual General Meeting or at any adjourned meeting if you so wish.

If you intend to attend the Annual General Meeting in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited (for holders of H Shares) or to the Company's Board Secretariat Department (for holders of A Shares) on or before Monday, 4 May 2009.

9 April 2009

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

AGM or Annual General Meeting	the annual general meeting of the Company to be held on Monday, 25 May 2009 at 9:30 a.m. at conference room, Level 31, China Life Tower, 16 Chaowai Avenue, Chaoyang District, Beijing, China
Articles of Association	the articles of association of the Company, as amended from time to time
CIRC	the China Insurance Regulatory Commission
Company	China Life Insurance Company Limited, a joint stock limited company incorporated in the PRC with limited liability
Board or Board of Directors	the board of Directors of the Company
Directors	directors of the Company
H Share(s)	overseas listed foreign share(s) of RMB1.00 each in the share capital of the Company which are listed on the Hong Kong Stock Exchange and traded in Hong Kong Dollars
Hong Kong	the Hong Kong Special Administrative Region of the PRC
Hong Kong Listing Rules	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
Independent Directors or Independent Non-executive Directors	independent non-executive Directors of the Company
PRC or China	the People's Republic of China, excluding, for the purpose of this Circular only, Hong Kong, Macau Special Administrative Region of the PRC, and Taiwan Region
A Share(s)	domestic share(s) of RMB1.00 each in the share capital of the Company which are listed on the Shanghai Stock Exchange and traded in Renminbi
RMB	the lawful currency of the PRC
Supervisors	supervisors of the Company
Supervisory Committee	supervisory committee of the Company

Note: If there is any inconsistency between the Chinese and English versions of this circular, the Chinese version shall prevail.

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LETTER FROM THE BOARD

CHINA LIFE INSURANCE COMPANY LIMITED

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock code: 2628)

Board of Directors:

Chairman and Executive Director:

Mr. Yang Chao

President and Executive Director:

Mr. Wan Feng

Vice Presidents and Executive Directors:

Mr. Lin Dairen, Ms. Liu Yingqi

Non-executive Directors:

Mr. Miao Jianmin, Mr. Shi Guoqing,

Ms. Zhuang Zuojin

Independent Non-executive Directors:

Mr. Long Yongtu, Mr. Sun Shuyi,

Mr. Ma Yongwei, Mr. Chau Tak Hay,

Registered office:

Level 23, China Life Tower

16 Chaowai Avenue

Chaoyang District

Beijing 100020

People's Republic of China

Place of business in Hong Kong:

25th Floor, C.L.I. Building

313 Hennessy Road, Wanchai

Hong Kong

Mr. Cai Rang, Mr. Ngai Wai Fung

9 April 2009

To the shareholders

Dear Sir or Madam,

1. INTRODUCTION

On behalf of the Board of Directors, I invite you to attend the AGM to be held on Monday, 25 May 2009 at 9:30 a.m. at conference room, Level 31, China Life Tower, 16 Chaowai Avenue, Chaoyang District, Beijing, China.

The purpose of this circular is to provide you with the notice of the AGM and to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

2. BUSINESS TO BE CONSIDERED AT THE AGM

The businesses to be considered at the AGM are described in more details in the Notice of Annual General Meeting set out on pages 5 to 24 of this circular. At the AGM, ordinary resolutions will be proposed to approve: (a) the Report of the Board of Directors for the year 2008, (b) the Report of the Supervisory Committee for the year 2008, (c) the Audited Financial Statements and Auditor's Report for the year 2008, (d) the profit distribution and cash dividend distribution plan for the year 2008, (e) the resolution on the remuneration of Directors and Supervisors, (f) the resolution on the re-appointment of the PRC and international auditors and the authorization of the Board to determine their remuneration, (g) the election of the Directors of the third session of Board of Directors,

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(h) the election of the non-employee representative Supervisors of the third session of Supervisory Committee, and (i) the resolution on the renewal of liability insurance for the Directors and senior management officers of the Company.

Special resolutions will be proposed at the AGM to approve: (j) the proposed amendments to the Articles of Association, (k) the proposed amendments to the Procedural Rules for the Shareholders' General Meetings, (l) the proposed amendments to the Procedural Rules for the Board of Directors Meetings, (m) the proposed amendments to the Procedural Rules for the Supervisory Committee Meetings, and (n) the authorization of the Board of Directors to allot, issue and deal with the shares of the Company, provided that the number of shares does not exceed 20% of the A Shares or H Shares in issue on the date of passing of the special resolution, respectively.

The resolutions proposed at the AGM for the shareholders' review include: (o) the Duty Report of the Independent Directors for the year 2008, and (p) the Report on the Status of Connected Transactions and Execution of Connected Transaction Management System of the Company for the year 2008.

In order to enable you to have a better understanding on the resolutions to be proposed at the AGM and to make an informed decision thereof, we have provided detailed information in this circular, including explanatory information to the proposed resolutions to be approved and reviewed at the AGM (see Appendix I), the biographical details of the Directors candidates and Supervisors candidates subject to election or re-election (see Appendix II), the Duty Report of the Independent Directors for the year 2008 (see Appendix III), the Report on the Status of Connected Transactions and Execution of Connected Transaction Management System of the Company for the year 2008 (see Appendix IV), the proposed amendments to the Procedural Rules for the Shareholders' General Meetings (see Appendix V), the proposed amendments to the Procedural Rules for the Board of Directors Meetings (see Appendix VI), and the proposed amendments to the Procedural Rules for the Supervisory Committee Meetings (see Appendix VII).

3. THE AGM

The proxy form and the reply slip of the AGM are also enclosed.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the enclosed proxy form in accordance with the instructions printed thereon. For holders of H Shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited and for holders of A Shares, the proxy form should be returned to the Company's Board Secretariat Department in person or by post not less than 24 hours before the time stipulated for convening the AGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending, and voting at, the AGM or at any adjourned meeting if you so wish.

If you intend to attend the AGM in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited (for holders of H Shares) or to the Company's Board Secretariat Department (for holders of A Shares) on or before 4 May 2009.

4. VOTING BY POLL

According to the Articles of Association, resolutions at a shareholders' general meeting shall be decided by show of hands unless a poll is demanded before or after any vote on a show of hands. A poll may be demanded by (i) the Chairman of the meeting; (ii) at least two shareholders entitled to vote, present in person or by proxy; (iii) one or more shareholders present in person or by proxy holding individually or jointly 10% (inclusive) or more of the shares carrying the right to vote at the meeting.

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According to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the Chairman of the AGM will demand a poll in relation to all the proposed resolutions at the AGM.

5. RECOMMENDATION

The Board considers that all resolutions proposed for consideration and approval by the shareholders at the AGM are in the best interests of the Company and its shareholders as a whole. Accordingly, the Board recommends shareholders to vote in favour of all the proposed resolutions.

Yours faithfully,
By Order of the Board
Yang Chao
Chairman

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NOTICE OF ANNUAL GENERAL MEETING

CHINA LIFE INSURANCE COMPANY LIMITED

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock code: 2628)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of China Life Insurance Company Limited (the Company) will be held on Monday, 25 May 2009 at 9:30 a.m. at conference room, Level 31, China Life Tower, 16 Chaowai Avenue, Chaoyang District, Beijing, the People's Republic of China, for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the Report of the Board of Directors of the Company for the year 2008.
2. To consider and approve the Report of the Supervisory Committee of the Company for the year 2008.
3. To consider and approve the Audited Financial Statements of the Company and the Auditor's Report for the year ended 31 December 2008.
4. To consider and approve the profit distribution and cash dividend distribution plan of the Company for the year 2008.
5. To consider and approve the remuneration of Directors and Supervisors of the Company.
6. To consider and approve the re-appointment of PricewaterhouseCoopers Zhong Tian Certified Public Accountants Company Limited, Certified Public Accountants, and PricewaterhouseCoopers, Certified Public Accountants, respectively, as the PRC auditor and international auditor of the Company for the year 2009 and to authorize the Board of Directors to determine their remuneration.
7. To consider and approve the resolution for the election of the Directors of the third session of Board:
 - (1) to consider and approve Mr. Yang Chao as the Executive Director;

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- (2) to consider and approve Mr. Wan Feng as the Executive Director;
- (3) to consider and approve Mr. Lin Dairen as the Executive Director;
- (4) to consider and approve Ms. Liu Yingqi as the Executive Director;
- (5) to consider and approve Mr. Miao Jianmin as the Non-executive Director;
- (6) to consider and approve Mr. Shi Guoqing as the Non-executive Director;

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- (7) to consider and approve Ms. Zhuang Zuojin as the Non-executive Director;
 - (8) to consider and approve Mr. Sun Shuyi as the Independent Non-executive Director;
 - (9) to consider and approve Mr. Ma Yongwei as the Independent Non-executive Director;
 - (10) to consider and approve Mr. Sun Changji as the Independent Non-executive Director;
 - (11) to consider and approve Mr. Bruce Douglas MOORE as the Independent Non-executive Director.
8. To consider and approve the resolution for the election of the non-employee representative Supervisors of the third session of Supervisory Committee:
- (1) to consider and approve Ms. Xia Zhihua as the non-employee representative Supervisor;
 - (2) to consider and approve Mr. Shi Xiangming as the non-employee representative Supervisor;
 - (3) to consider and approve Mr. Tian Hui as the non-employee representative Supervisor.
9. To consider and approve the resolution on the renewal of liability insurance for the Directors and senior management officers.
10. To review the Duty Report of the Independent Directors for the year 2008.
11. To review the Report on the Status of Connected Transactions and Execution of Connected Transaction Management System of the Company for the year 2008.

SPECIAL RESOLUTIONS

12. To consider and approve the following proposed amendments to the Articles of Association, and to authorize the Chairman of the Board of Directors and its attorney to make further amendments which in its opinion may be necessary, desirable and expedient in accordance with the applicable laws and regulations, and as may be required by China Insurance Regulatory Commission (CIRC) and other relevant authorities.

The amended Articles of Association as referred to in this special resolution shall come into effect following the relevant approvals from CIRC are obtained.

I. Paragraph 4 of Article 7 of the original Articles of Association shall be amended to read as:

Other senior management officers as used in the Company's Articles of Association refer to the president's assistant, the secretary to the board of directors, chief financial officer, chief compliance officer and senior specialized managers such as the chief actuary of the Company who are appointed as required.

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II. Article 23 of the original Articles of Association shall be amended to read as:

The Company must prepare a balance sheet and an inventory list of its assets when it reduces its registered capital.

The Company shall notify its creditors within ten (10) days of the date of the Company's resolution for reduction of its registered capital and shall publish an announcement in a newspaper within thirty (30) days of the date of such resolution. A creditor has the right within thirty (30) days of receipt of the notice from the Company or, in the case of failure to receive such notice, within forty-five (45) days of the date of the announcement, to require the Company to repay its debts or to provide a corresponding guarantee for such debt.

The Company's registered capital must not, after the reduction in capital, be less than the minimum amount required by law.

III. Article 24 of the original Articles of Association shall be amended to read as:

In the following circumstances, the Company may, subject to the procedures as provided in the Articles and the approval of the relevant governing authority of the State or other regulatory authorities, repurchase its outstanding shares:

- (1) to cancel the shares for the purpose of reducing its registered capital;
- (2) to merge with other companies holding the stocks of the Company;
- (3) to award the shares to the employees of the Company;
- (4) any shareholder requesting the Company to repurchase his shares due to his objection to any resolution in respect of the merger or division of the Company;
- (5) other circumstances permitted by laws or administrative regulations.

IV. Article 42 of the original Articles of Association shall be amended to read as:

No change may be made in the register of shareholders of H Shares for the purpose of share transfer within thirty (30) days prior to the date of a shareholders' general meeting, or within five (5) days prior to the record date for the Company's distribution of dividends. Any changes in the register of shareholders of A Shares shall be subject to applicable provisions of PRC laws and regulations.

V. Article 60 of the original Articles of Association shall be amended to read as:

The shareholders' general meeting shall have the following functions and powers:

- (1) to decide on the Company's operational policies and investment plans;

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- (2) to elect and replace directors who are not employee representatives and to decide on the matters relating to the remuneration of the directors;
- (3) to elect and replace supervisors who are not employee representatives and to decide on the matters relating to the remuneration of the supervisors;
- (4) to consider and approve the Report of the Board of Directors;

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- (5) to consider and approve the Report of the Supervisory Committee;
- (6) to consider and approve the Company's proposed annual preliminary and financial budgets;
- (7) to consider and approve the Company's profit distribution plans and loss recovery plans;
- (8) to decide on the increase or reduction of the Company's registered capital;
- (9) to decide on matters such as merger, division, dissolution and liquidation of the Company or change in corporate form;
- (10) to decide on the issuance of debentures by the Company;
- (11) to decide on the appointment, dismissal and non-reappointment of the accountants of the Company;
- (12) to amend the Company's Articles of Association;
- (13) to consider motions raised by shareholders who represent three percent (3%) or more of the voting shares of the Company;
- (14) to consider and approve guarantees as set out under Articles 61;
- (15) to consider the Company's purchases or sales of material assets within a year which exceeds thirty percent (30%) of the latest audited total assets of the Company;
- (16) to consider and approve any changes to the use of proceeds;
- (17) to consider share incentive plan;
- (18) to decide on matters which are required by law, administrative regulation or the Company's Articles of Association to be approved by shareholders in general meetings.

The foregoing functions and powers of the shareholders' general meeting shall not be exercised by the board of directors or any other body or individual on its behalf by means of authorization.

VI. Article 68 of the original Articles of Association shall be amended to read as:

When the Company convenes a shareholders' general meeting, the board of directors, the supervisory committee, or shareholder(s) individually or jointly holding three percent (3%) or more of the total voting shares in the Company shall have the right to propose motions in writing to the Company.

Shareholder(s) individually or jointly holding three percent (3%) or more of the total voting shares in the Company may propose provisional motions in writing to the convenor sixteen (16) days prior to the convocation of a shareholders' general meeting. Upon receipt of the provisional motions, the convenor shall issue a supplemental notice of the shareholders' general meeting announcing such provisional motions fourteen (14) days prior to the convocation of the shareholders' general meeting. The provisional motions shall fall into the scope of the functions and powers of the shareholders' general meeting and specify explicit topics and specific resolution matters.

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Except for the circumstance set forth in the preceding paragraph, the convenor shall not amend any motions set out in the notice of the shareholders' general meeting or add any new proposals after issuing such notice.

The convenor mentioned in the Articles of Association means the board of directors, the supervisory committee or shareholder(s) individually or jointly holding ten percent (10%) or more of the total voting shares in the Company at the proposed meeting, all of whom are entitled to convene a shareholders' general meeting, as provided by the Articles of Association of the Company.

No shareholders' general meeting shall vote and approve any motions not specified in the notice of general meeting or not complying with Articles 67.

VII. Paragraph 2 of Article 69 of the original Articles of Association shall be amended to read as:

No shareholders' general meeting shall decide on any matter not specified by the notice thereof.

VIII. Paragraph 1 of Article 71 of the original Articles of Association shall be amended to read as:

Unless otherwise provided by paragraph 2 of Article 249 of the Articles of Association, the notice of the shareholders' general meeting shall be sent to shareholders (regardless of whether any shareholder has the voting right at the general meeting) by personal delivery or pre-paid post. The address of the recipient shall be subject to that specified in the register of members. In the case of the domestic shareholders, the notice of the shareholders' general meeting may be made by way of announcement.

IX. Paragraph 1 of Article 81 of the original Articles of Association shall be amended to read as:

Any form issued to a shareholder by the board of directors for the appointment by such shareholder of a proxy to attend and vote at the meetings of the Company shall be such as to enable the shareholder to freely instruct the proxy to vote for or against the motions or abstain from voting, such instructions being given in respect of each individual matter to be voted at the meeting. Such a form shall contain a statement that in the absence of specific instructions from the shareholder, the proxy may vote at his discretion.

X. Paragraph 1 of Article 86 of the original Articles of Association shall be amended to read as:

At annual shareholders' general meeting, the board of directors and the supervisory committee shall report their work performance in the preceding year to the shareholders' general meeting. Each independent director shall also report his work performance.

XI. Article 91 of the original Articles of Association shall be amended to read as:

On a poll taken at a meeting, a shareholder (including a proxy) entitled to two (2) or more votes is not required to cast all his votes for or against any motion or to abstain on all his votes.

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XII. Article 92 of the original Articles of Association shall be deleted.

XIII. Paragraphs 1 and 2 of Article 100 of the original Articles of Association shall be amended respectively to read as:

The shareholders' general meeting shall be convened by board of directors and chaired by the chairman of the board of directors. If the chairman is unable to attend the meeting for any reason, the vice-chairman of the board of directors (if appointed by the Company) shall preside over the meeting. If the vice-chairman of the board of directors is not appointed by the Company or is unable or fails to perform his duties, the shareholders' general meeting shall be presided over by a director nominated by more than half of the directors.

The shareholders' general meeting convened by the supervisory committee on its own initiative shall be presided over and chaired by the chairman of the supervisory committee. If the chairman of the supervisory committee is unable or fails to perform his duties, the shareholders' general meeting shall be presided over by a supervisor nominated by more than half of the supervisors.

XIV. Paragraphs 1, 2 and 6 of Article 125 of the original Articles of Association shall be amended respectively to read as:

Directors other than employee representatives shall be elected at the shareholders' general meeting, and employee directors shall be elected at the employee representative conference by the Company's employees or by other democratic means, and in each case a director's term of office shall be three years, renewable upon re-election when it expires.

A written notice setting forth the intention of nominating candidates for directors and willingness of such candidates to accept such nomination shall be delivered to the Company seven (7) days prior to the convocation of the shareholders' general meeting.

Subject to compliance with all relevant laws and administrative regulations, the shareholders' general meeting may by ordinary resolution replace any director who is not an employee representative before the expiration of his term of office (however, the director's claim for compensation arising from his removal under any contract shall not be affected thereby).

XV. Paragraph 2 of Article 141 of the original Articles of Association shall be amended to read as:

Unless otherwise provided by applicable laws, administrative regulations, departmental bylaws and the Articles of Association, other than the board of directors' resolutions in respect of the matters specified in sub-paragraphs (6), (7) and (12) of this Article which shall be passed by the affirmative vote of more than two-thirds of all directors, the board of directors' resolutions in respect of all other matters may be passed by the affirmative vote of a simple majority of all directors.

XVI. Article 145 of the original Articles of Association shall be amended to read as:

Meetings of the board of directors are held both on regular and an ad hoc basis. Regular meetings are convened by the chairman at least four times a year, at approximately quarterly intervals and fourteen (14) days' notice is given to all directors before such meetings. Regular meetings of the board of directors is excluded the resolutions in writing circulated

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and approved by the board. In case of emergency, an extraordinary meeting of the board of directors may be convened upon request by shareholders representing more than one-tenth of voting shares of the Company, more than one-third of all directors, the supervisory committee, more than two (2) independent directors, the chairman, or president of the Company.

XVII. Article 146 of the original Articles of Association shall be amended to read as:

Notice of regular and extraordinary meetings of the board of directors may be delivered by hand, via facsimile, by express delivery service, by registered mail or by email. The notice period for regular meetings shall be no less than fourteen (14) days and the notice period for extraordinary meetings shall be no less than two (2) days but can be less than fourteen (14) days.

XVIII. Article 149 of the original Articles of Association shall be amended to read as:

Meetings of the board of directors shall be held only if more than half of the directors (including any alternative director appointed pursuant to Article 115 of the Company's Articles of Association) are present.

Each director shall have one (1) vote. Unless otherwise provided for in the Company's Articles of Association, a resolution of the board of directors must be passed by the majority of the directors of the Company. No board resolution concerning any connected transaction will become effective without the signatures of the independent (non-executive) directors.

Where there is a tie of votes cast both for and against a resolution, the chairman of the board of directors shall have no more casting vote.

XIX. Article 156 of the original Articles of Association shall be amended to read as:

The secretary of the Company's board of directors shall be a natural person who has the requisite professional knowledge and experience, and shall be appointed by the board of directors. His primary responsibilities are to:

- (1) organize and prepare meetings of the board of directors and shareholders' general meetings pursuant to statutory procedures and requirements;
- (2) produce and keep records of shareholders' general meetings and meetings of the board of directors as well as other meeting materials and documents;
- (3) communicate and liaise between the Company and related parties and the regulatory authorities of the place where the Company is listed;
- (4) ensure that the Company prepare and deliver, in accordance with law, the reports and documents required by competent authorities;
- (5) administer the Company's affairs including information disclosure and investor relations;
- (6) carry out the Company's equity administration matters, maintain materials setting forth the holding of the Company's shares by the Company's directors, supervisors, senior management officers, controlling shareholders and such shareholders, directors, supervisors and senior management officers, and disclose any change in shareholding by the Company's directors, supervisors and senior management officers;

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- (7) assist shareholders, directors and supervisors in exercising rights and performing duties;
- (8) perform other duties as required by laws, administrative regulations, bylaws and applicable provisions.

XX. Article 203 of the original Articles of Association shall be amended to read as:

The Company's financial reports shall be made available for shareholders' inspection at the Company twenty (20) days before the date of annual general meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter.

Unless otherwise provided by paragraph 2 of Article 249 of the Company's Articles of Association, the Company shall deliver to each shareholder of overseas listed foreign shares by prepaid mail at the address registered in the register of shareholders such reports, together with copies of the board of directors report, no later than twenty-one (21) days before the date of annual general meeting of the shareholders.

XXI. Article 212 of the original Articles of Association shall be moved before Article 211 of the original Articles of Association, and Article 211 of the original Articles of Association shall be amended to read as:

The Company's profit distribution shall focus on a reasonable investment return for investors and its profit distribution policies shall be sustainable and steady.

The Company may distribute dividends in the form of cash or shares and may distribute interim dividends in the form of cash. The Company's dividend shall not bear interest, unless the Company fails to distribute the dividends to the shareholders on the day when dividend was due to have been distributed.

Unless otherwise provided by applicable laws and regulations, any public issue of the Company's securities shall be conditioned upon that the cumulative profits distributed in cash over the past three years by the Company shall be no less than thirty percent (30%) of the average annual distributable profit under the PRC Generally Accepted Accounting Principles achieved over the past three years.

The average annual distributable profit under the PRC Generally Accepted Accounting Principles achieved over the past three years means the simple average over the past three years of the Company's profits after tax minus the sum of the provision to make up for any loss and the statutory fund accrued as ascertained under the PRC Generally Accepted Accounting Principles.

The dividend paid by the Company shall not exceed its distributable profit. If the Company's solvency falls short of one hundred percent (100%) of the regulatory requirement, the Company shall not distribute profit to its shareholders; if the Company's solvency falls short of one hundred fifty percent (150%) of the regulatory requirement, the lower of the following two factors shall be taken as the basis for profit distribution:

1. the distributable profit as ascertained under the Accounting Standards for Business Enterprises; or

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2. the residual overall income ascertained pursuant to the preparation rules of the Company's solvency report. The distributable profit means the lesser of the Company's profits after tax for the current year ascertained by the PRC Generally Accepted Accounting Principles or Hong Kong Financial Reporting Standards minus the sum of the provision to make up for any loss and the statutory fund accrued.

In case of any profit for the current year without any cash profit distribution plan presented, relevant information shall be disclosed in the annual report.

XXII. Chapter 19 of the original Articles of Association shall be amended as:

- (1) The title of Chapter 19 of the original Articles of Association "Labor and Personnel Management System" shall be amended to read as "The Company's Relevant Bylaws".
- (2) Articles 228-231 of the original Articles of Association shall be combined into one article and serve as paragraphs 1 to 4 thereof respectively.
- (3) Four articles shall be added as follows after the Article 231 of the original Articles of Association and the numbering of all following articles shall be amended accordingly as followed:

New Article 228:

The Company shall formulate internal governance policies on connected transactions for the purpose of regulating connected transactions between the Company and its connected parties in accordance with applicable laws, regulations and regulatory provisions and shall report to competent regulatory authorities or disclose connected transactions promptly pursuant to applicable provisions.

New Article 229:

The Company shall institute internal control mechanism for disclosure and appoint dedicated personnel responsible for disclosure matters in accordance with applicable laws, regulations and regulatory provisions.

The Company shall disclose finance, risk and governance structure information in accordance with applicable laws, regulations and regulatory provisions, and ensure the authenticity, accuracy and completeness of the information disclosed.

New Article 230:

The Company shall establish an internal control system commensurate with its business nature and asset scale and conduct regular inspections and evaluations of the completeness and effectiveness of its internal control.

The Company shall institute a compliance governance mechanism and conduct regular inspections and evaluations of its compliance with laws, regulations, regulatory provisions and internal governance system.

New Article 231:

The Company shall establish and improve an internal control system to curb money laundering and perform its anti-money laundering obligation pursuant to the applicable provisions including the *Anti-Money Laundering Law of the People's Republic of China*.

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XXIII. Paragraph 3 of Article 226 of the original Articles of Association shall be amended to read as:

Where a written notice is deposited under the preceding sub-paragraph, the Company shall within fourteen (14) days send a copy of the notice to the relevant governing authority. If the notice contains a statement under the preceding two sub-paragraphs, a copy of such statement shall be placed at the Company for shareholders' inspection. Unless otherwise provided by paragraph 2 of Article 249 of the Company's Articles of Association, the Company shall also send a copy of such statement by prepaid mail to every shareholder of overseas listed foreign shares at the address registered in the register of shareholders.

XXIV. Paragraph 2 of Article 233 of the original Articles of Association shall be amended to read as:

Unless otherwise provided by paragraph 2 of Article 249 of the Company's Articles of Association, the foregoing document shall be delivered by mail to shareholder of overseas listed foreign shares at the address registered in the register of shareholders.

XXV. Article 237 of the original Articles of Association shall be amended to read as:

If dissolution is necessary due to a merger or division of the Company, the Company shall be liquidated.

If the Company is dissolved and liquidated pursuant to the provisions of the preceding paragraph, it shall comply with the provisions of laws and administrative regulations.

If the Company is declared insolvent pursuant to law, insolvent liquidation shall be carried out in accordance with laws regarding enterprise insolvency.

XXVI. Article 238 of the original Articles of Association shall be amended to read as:

If the Company is unable to pay off due debts, with consent from the competent insurance regulator, the people's court will declare the Company insolvent. If an insurance company is declared insolvent, the people's court will arrange insurance regulators, relevant authorities and professionals to form a liquidation committee to carry out liquidation.

Where the Company is dissolved or declared insolvent in accordance with law, the life insurance contracts and reserves held thereby shall be transferred to other insurance companies with life insurance business operation. If the Company fails to enter into transfer agreements with other insurance companies, the competent insurance regulator will designate insurance companies with life insurance business operation to receive the life insurance contracts and reserves. In case of any transfer or receipt of the life insurance contracts and reserves mentioned in the preceding paragraph resulting from designation of the competent insurance regulator, the legitimate right and interest of the insured and beneficiary shall be maintained.

XXVII. Article 240 of the original Articles of Association shall be amended to read as:

The liquidation committee shall, within ten (10) days of its establishment, send notices to creditors and shall, within sixty (60) days of its establishment, publish an announcement at a newspaper.

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A creditor shall, within thirty (30) days of receipt of the notice, or for creditors who have not personally received such notice, within forty-five (45) days of the date of the announcement, claim its rights to the liquidation committee. In claiming its rights, the creditor shall explain relevant matters and provide evidential material in respect thereof. The liquidation committee shall register the creditor's rights. In the course of claiming of creditors' rights, the liquidation committee shall not make any repayment to creditors.

XXVIII. Article 241 of the original Articles of Association shall be amended to read as:

During the liquidation period, the liquidation committee shall exercise the following functions and powers:

- (1) to sort out the Company's assets and prepare a balance sheet and an inventory of assets respectively;
- (2) to notify the creditors or to publish announcements;
- (3) to dispose of and liquidate any uncompleted businesses of the Company;