CHINA LIFE INSURANCE CO LTD
Form 20-F
April 26, 2012

As filed with the Securities and Exchange Commission on April 26, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 20-F

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

OR

x **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended December 31, 2011

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from to

OR

¨ **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)

16 Financial Street

Xicheng District

Beijing 100033, China

(Address of principal executive offices)

Yinghui Li

16 Financial Street

Xicheng District

Beijing 100033, China

Tel: (86-10) 6363-1191

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Email: liyh@e-chinalife.com

(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	New York Stock Exchange
H shares, par value RMB1.00 per share	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, 2011, 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. x 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 x 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. x 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 x	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 x	Other ¨

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 x 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 , will , may , should 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 2009, the China Insurance Yearbook 2010, the China Insurance Yearbook 2011 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 CBRC mean the China Banking 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 th 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 for presentation only in this annual report have been made at the rate of US$1.00 to RMB 6.2939, 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 30, 2011. No representation is made that Renminbi amounts could have been, or could be, converted into U.S. dollars at that rate on December 30, 2011 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. We first adopted IFRS for our annual consolidated financial statements for the year ended December 31, 2009. 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.

As required by First Time Adoption of International Financial Reporting Standards, or IFRS 1, financial results of the year ended December 31, 2008 included herein 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 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. As required by IFRS 1, financial results of the year ended December 31, 2008 included herein have been adjusted in accordance with IFRS and differ from the results reported previously. See Item 5. Operating and Financial Review and Prospects .

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	2010 RMB	2011 RMB	2011 US$
	(in millions except for per share data)				
Consolidated Statement of Comprehensive Income					
Revenues					
Gross written premiums	265,656	275,970	318,229	318,252	50,565
Less: premiums ceded to reinsurers	(156)	(158)	(177)	(232)	(37)
Net written premiums	265,500	275,812	318,052	318,020	50,528
Net change in unearned premium reserves	(323)	(735)	36	256	41
Net premiums earned	265,177	275,077	318,088	318,276	50,569
Investment income	44,946	38,890	48,872	60,722	9,648
Net realized gains/(losses) and impairment on financial assets	(5,964)	21,244	15,841	(11,208)	(1,781)
Net fair value gains/(losses) through profit or loss	(7,194)	1,449	280	337	54
Other income	3,420	2,630	2,757	2,772	440
Total revenues	**300,385**	**339,290**	**385,838**	**370,899**	**58,930**
Benefits, claims and expenses					
Insurance benefits and claims expenses					
Life insurance death and other benefits	(89,659)	(74,858)	(71,237)	(101,349)	(16,103)
Accident and health claims and claim adjustment expenses	(7,641)	(7,808)	(8,740)	(7,789)	(1,238)
Increase in insurance contracts liabilities	(134,649)	(154,372)	(199,655)	(181,579)	(28,850)
Investment contract benefits	(1,931)	(2,142)	(1,950)	(2,031)	(323)
Policyholder dividends resulting from participation in profits	(1,671)	(14,487)	(13,224)	(6,125)	(973)
Underwriting and policy acquisition costs	(24,200)	(22,936)	(27,256)	(27,434)	(4,359)
Finance costs	(438)	(111)	(304)	(873)	(139)
Administrative expenses	(16,652)	(18,719)	(20,285)	(21,549)	(3,424)
Other operating expenses	(2,971)	(2,279)	(3,351)	(3,275)	(520)
Statutory insurance fund contribution	(558)	(537)	(599)	(595)	(95)
Total benefits, claims and expenses	**(280,370)**	**(298,249)**	**(346,601)**	**(352,599)**	**(56,022)**
Share of profit of associates	(56)	704	1,771	2,213	352
Profit before income tax	19,959	41,745	41,008	20,513	3,259
Income tax	(685)	(8,709)	(7,197)	(2,022)	(321)
Net profit	**19,274**	**33,036**	**33,811**	**18,491**	**2,938**
Attributable to:					
- Equity holders of the Company	19,137	32,881	33,626	18,331	2,913
- Non-controlling interests	137	155	185	160	25
Basic and diluted earnings per share(1)	0.68	1.16	1.19	0.65	0.10
Other comprehensive income					
Fair value (losses)/gains on available-for-sale securities	(61,622)	39,470	(13,666)	(45,576)	(7,241)
Amount transferred to net profit from other comprehensive income	4,878	(21,040)	(15,763)	11,054	1,756
Portion of fair value (losses)/gains on available-for-sale securities attributable to participating policyholders	11,702	(3,999)	7,983	2,521	401
Share of other comprehensive income of associates	291	(70)	(131)	(201)	(32)
Others	(3)		(1)	(1)	(0.16)

Income tax relating to components of other comprehensive income	11,260	(3,607)	5,362	7,989	1,269
Other comprehensive income for the year	(33,494)	10,754	(16,216)	(24,214)	(3,847)
Total comprehensive income for the year	(14,220)	43,790	17,595	(5,723)	(909)
Attributable to					
- Equity holders of the Company	(14,316)	43,626	17,423	(5,874)	(933)
- Non-controlling interests	96	164	172	151	24

(1) Numbers for the years ended December 31, 2008, 2009, 2010 and 2011 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	2010 RMB	2011 RMB	2011 US$
			(in millions)		
Consolidated Statement of Financial Position					
Assets					
Property, plant and equipment	16,720	17,467	18,946	20,231	3,214
Investments in associates	7,891	8,470	20,892	24,448	3,884
Held-to-maturity securities	211,929	235,099	246,227	261,933	41,617
Loans	17,926	23,081	36,543	61,104	9,708
Term deposits	228,272	344,983	441,585	520,793	82,746
Statutory deposits-restricted	6,153	6,153	6,153	6,153	978
Available-for-sale securities	424,939	517,499	548,121	562,948	89,443
Securities at fair value through profit or loss	14,099	9,133	9,762	23,683	3,763
Securities purchased under agreements to resell				2,370	377
Accrued investment income	13,149	14,208	18,193	22,946	3,646
Premiums receivable	6,433	6,818	7,274	8,253	1,311
Reinsurance assets	940	832	830	878	140
Other assets	4,957	6,317	8,199	12,182	1,936
Cash and cash equivalents	34,085	36,197	47,854	55,985	8,895
Total assets	**987,493**	**1,226,257**	**1,410,579**	**1,583,907**	**251,657**
Liabilities and equity					
Liabilities					
Insurance contracts	662,865	818,164	1,018,135	1,199,373	190,561
Investment contracts	65,063	67,326	70,171	69,797	11,090
Securities sold under agreements to repurchase	11,390	33,553	23,065	13,000	2,065
Policyholder dividends payable	43,178	54,587	52,828	46,368	7,367
Annuity and other insurance balances payable	4,980	5,721	8,275	11,954	1,899
Premiums received in advance	1,811	1,804	1,880	3,719	591
Bonds payable				29,990	4,765
Other liabilities	11,057	11,978	13,746	13,968	2,219
Deferred tax liabilities	10,344	16,361	11,776	1,454	231
Current income tax liabilities	1,668	3,850	34	750	119
Statutory insurance fund	266	137	194	146	23
Total liabilities	**812,622**	**1,013,481**	**1,200,104**	**1,390,519**	**220,931**
Equity					
Share capital	28,265	28,265	28,265	28,265	4,491
Reserves	84,447	102,787	100,512	83,371	13,246
Retained earnings	61,235	80,020	79,933	79,894	12,694
Attributable to equity holders of the Company	**173,947**	**211,072**	**208,710**	**191,530**	**30,431**
Non-controlling interests	924	1,704	1,765	1,858	295
Total equity	**174,871**	**212,776**	**210,475**	**193,388**	**30,726**
Total liabilities and equity	**987,493**	**1,226,257**	**1,410,579**	**1,583,907**	**251,657**

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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 6.2939 to US$1.00, the noon buying rate on December 30, 2011 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.

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 account 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.

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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 20, 2012, the exchange rates were US$ 1.00 to RMB 6.3080 and US$ 1.00 to HK$ 7.7613, 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 2011	6.3825	6.3534	7.7884	7.7634
November 2011	6.3839	6.3400	7.7957	7.7679
December 2011	6.3733	6.2939	7.7851	7.7663
January 2012	6.3330	6.2940	7.7674	7.7538
February 2012	6.3120	6.2935	7.7559	7.7532
March 2012	6.3315	6.2975	7.7678	7.7551
April 2012 (through April 20, 2012)	6.3150	6.2975	7.7660	7.7580

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 2007, 2008, 2009, 2010, 2011 and 2012 (through April 20, 2012) (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$
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	6.6000	7.7810	6.7603	7.7692
2011	6.2939	7.7663	6.4475	7.7793
2012 (through April 20, 2012)	6.3080	7.7613	6.3018	7.7594

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. Increasing 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.

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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. In addition, with the relaxation of the regulatory restrictions of ownership by commercial banks in insurance companies, the number of insurance companies owned or controlled by commercial banks is increasing. These insurance companies may be able to benefit from their holding relationships with these commercial banks to develop bancassurance as 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.

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.

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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. From the beginning of the year 2011 to the date of this annual report, the PBOC increased the interest rates three times. As a result, the interest rate on one-year term deposits was raised from 2.75% to 3.50%. The Chinese government may further increase interest rates, which may increase surrenders and withdrawals of insurance and annuity policies and contracts as policyholders may 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. However, if interest rates were to decrease in the future, the income we realize from our investments may be reduced. In addition, as instruments in our investment portfolio mature, we might have to reinvest the funds we receive in investments bearing lower 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, 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.

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%. As of December 31, 2011, the average guaranteed rate of return of the products we offered was 2.43%. 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 have not incurred negative spread on policies we have issued since our incorporation, as the average investment returns we 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.

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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.

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, 2011, approximately 99.7% of our total investment assets were in China. In particular, as of December 31, 2011, approximately 44.6% 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 34.8% of our total investment assets consisted of term deposits with Chinese banks, and of these deposits, 38.8% 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 547 million (US$87 million) in foreign exchange losses for the year ended December 31, 2011, 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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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 44.6% of our investment assets as of December 31, 2011 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.

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 steadily during the last three years. As a Chinese life insurance company we are subject to restrictions under current PRC insurance law and regulations on the asset classes in which we are permitted to invest. In 2011, the investment channels of Chinese life insurance companies were broadened to permit investment in bank deposits, debt securities, stocks, Chinese securities investment funds, real property, equity interests of non-listed enterprises, interest rate swaps, 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.

As of December 31, 2011, we had RMB 181,880 million (US$28,898 million) invested in equity securities, among which RMB 177,097 million (US$28,138 million) were invested in PRC securities markets, including securities investment funds and shares traded on the securities markets in China. These securities investment funds are primarily invested in equity securities that are issued by Chinese companies and traded on China s stock exchanges. 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 still emerging markets and are characterized 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.

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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 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. For example, we made our first private equity fund investment in 2011. 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.

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 charges 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, 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.

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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.

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 earthquake in Wen Chuan 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 and RMB 153 million, respectively.

We establish liabilities for claims arising from a specific catastrophe after assessing the exposure and damages arising from the event. Although we purchased catastrophe reinsurance in 2011 in order to reduce our catastrophe exposure, we cannot assure you that any significant catastrophic event will not 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, 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 .

A computer system failure or security breach may disrupt our business, damage our reputation and adversely affect our results of operations and financial condition.

We use computer systems to store, retrieve, evaluate and utilize customer and company data and information. Our business is highly dependent on our ability to access these systems to perform necessary business functions such as developing and selling insurance products, providing customer support, policy management, filing and paying claims, managing our investment portfolios and producing financial statements. Although we have designed and implemented a variety of security measures and backup plans to prevent or limit the effect of failure, our computer systems may be vulnerable to disruptions as a result of natural disasters, man-made disasters, cyberattacks, criminal activities, pandemics or other events beyond our control. The failure of our computer systems for any reason could disrupt our operations and may adversely affect our business, results of operations and financial condition.

We retain confidential information on our computer systems, including customer information and proprietary business information. Any compromise of the security of our computer systems that results in the disclosure of personally identifiable customer information could damage our reputation, exposes us to litigation, increase regulatory scrutiny and requires us to incur significant technical, legal and other expenses.

United States Foreign Account Tax Compliance Legislation

Legislation incorporating provisions referred to as Foreign Account Tax Compliance Act, or FATCA, was adopted by the United States on March 18, 2010. The legislation and subsequent guidance released in February 2012 generally requires a foreign financial institution, or FFI, to enter into an FFI agreement by June 30, 2013 under which it will agree to identify and provide the United States Internal Revenue Service, or IRS, with information regarding accounts, including certain insurance policies, held by U.S. persons and U.S.-owned foreign entities, or face 30% withholding tax on payments made to the FFI from U.S. sources beginning on January 1, 2014. In addition, an FFI that has entered into an FFI agreement will be required to withhold on certain payments made to FFIs that have not entered into their own FFI Agreements or to account holders who do not respond to requests to confirm their U.S. person status and/or do not agree to allow the FFI to report certain account related information to the IRS. We will closely monitor developments regarding FATCA. If we are required to enter into and comply with the terms of an FFI agreement, we expect that our compliance costs will be increased.

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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 Insurance (Group) Company of China, Ltd., or Ping An, New China Life Insurance Co., Ltd., or New China Life, and China Pacific Life Insurance Co., Ltd., or China Pacific Life. Together, Ping An, New China Life, China Pacific Life and we accounted for more than 67% of the individual and group life insurance premiums in China in 2010, 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 decreased from 38% in 2009 to 37% in 2010. Each of Ping An, New China Life 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, Dalian**,** Haikou, Sanya, Xiamen, and Shenzhen in 2010. 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.

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% interest. 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, the foreign-invested insurers had respective life insurance market shares of approximately 21%,17% and 10% in 2010. 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.

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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 59 property and casualty insurers as of December 31, 2011. 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 increasing 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.

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, 2011. Under applicable CIRC regulations, insurance companies that retain individual agents without CIRC qualification 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 has obtained a qualification certificate from the CIRC, 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.

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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. 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.

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 certain 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. For example, the rules issued by the CBRC in November 2010 and by the CBRC and CIRC in March 2011 imposed a series of restrictions on sales of insurance products through bancassurance including, among other things, that insurance companies are prohibited from the sale of insurance products by their own sales representatives at the sites of the commercial banks or banking operations of post offices. We believe that these restrictions have already adversely affected the sales of our bancassurance products in 2011 and resulted in the decrease in the net premiums earned from individual life insurance business in 2011. These restrictions may continue to, at least in the short term, adversely affect the sales of our bancassurance products. 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. Furthermore, in 2010 the CIRC has published for comment draft regulations that would remove the cap fixed by it on the guaranteed rate which life insurance companies could commit to pay on traditional non-participating insurance policies, which is currently 2.50%. Because it is still unclear if and when the CIRC will issue final rules on this subject and what will be provided in the final rules, we have not yet determined the impact, if any, on our business as a whole if the cap were to be removed, although it is possible that it could affect the profitability of our products. We cannot assure you that the removal of the 2.50% cap will not lead to a material adverse effect on our business, results of operations or financial condition.

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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 increase our financing costs or 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. The solvency ratio is calculated by dividing the actual capital of an insurance company 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 . Our minimum capital 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 minimum capital. 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, 2011 was 170.12%. In 2011, our solvency ratio decreased due to the decrease in returns on our investments resulting from the continued weakness of the Chinese capital markets, growth of our business and distribution of shareholder dividends. In October 2011, we issued subordinated term debt of RMB 30 billion to improve our solvency ratio. 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 subordinated term debt, which would increase our financing costs, or 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.

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. 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; a portion 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.

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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. See Item 4. Information on the Company History and Development of the Company Our Restructuring . In connection with the restructuring, we were 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.

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.

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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.

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.

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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.

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 2011, in an effort to fight inflation, the Chinese government took certain measures, including increasing the interest rates and the deposit reserve ratio. From the beginning of the year 2011 to the date of this annual report, the interest rate on one-year term deposits, a key benchmark rate, was raised three times from 2.75% to 3.50%. Some of these measures benefit the overall economy of China but may have a negative effect on our business. See We are exposed to changes in interest rates. 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.

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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, the interpretation and enforcement of these laws and regulations involve uncertainties.

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.

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, subject to the satisfaction of certain legal requirements. However, due to the limited number of actions that have been brought in China by holders of shares issued by a Chinese company to enforce an arbitral award, we are uncertain as to the outcome of any action brought in China to enforce a Hong Kong 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.

Although Chinese company law provides that shareholders of a Chinese company may, under certain circumstances, sue the company s directors, supervisors and senior management in the interests of the company, no detailed implementation rules or court interpretations have been issued in this regard. Also, class action lawsuits are generally uncommon in China. In addition, PRC company law imposes limited obligations on a controlling shareholder with respect to protection of the interests 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 .

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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, 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 subject to PRC individual income tax, the rate of which shall be determined according to applicable tax treaties between the home country of an individual holder of H shares and China. 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 an enterprise income 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 applicable tax treaties. In addition, to date, relevant tax authorities have not collected capital gains tax on the gains realized by individuals upon the sale or other disposition of H shares. If relevant tax authorities promulgate implementation rules on the taxation of capital gains realized by individuals upon the sale or other disposition of H shares, 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.

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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 20, 2012, the Renminbi has appreciated by approximately 31.2%. We had approximately RMB 547 million (US$87 million) in foreign exchange losses for the year ended December 31, 2011, 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.

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 2011 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 connectio 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 controlling shareholder. 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.

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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.

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 .

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In connection with the restructuring, CLIC established, together with the MOF, a special purpose fund for the purpose of paying claims under the non-transferred policies. The special purpose fund is 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.

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, a portion 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. As of the date of this annual report, CLIC is in the process of applying for the extension of the period during which the income tax payments made by CLIC, AMC and us will be rebated to CLIC.

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 .

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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.

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 had remained frozen in accordance with relevant Chinese regulations until December 2010.

We incurred capital expenditures of RMB 4,719 million (US$750 million), RMB 4,737 million and RMB 2,456 million in 2011, 2010 and 2009, respectively. These capital expenditures mainly comprised of the addition of properties for our own use and electronic equipment.

B. BUSINESS OVERVIEW

We had nearly 139 million individual and group life insurance policies, annuity contracts and long-term health insurance policies in force as of December 31, 2011. We also offer accident and short-term health insurance policies to individuals and groups. As of December 31, 2011, the average guaranteed rate of return of the products we offered was 2.43%. For the financial year ended December 31, 2011, our lapse rate was approximately 2.79%. The policy persistency rate, which measures the ratio of the insurance policies that are still effective after a certain period, was 92.50% for 14 months after issuance and 86.90% for 26 months after issuance.

Individual Life Insurance

We offer life insurance and annuity products to individuals, primarily through a distribution force comprised of approximately 685,000 exclusive agents operating in approximately 18,465 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 302,012 million (US$47,985 million) for the year ended December 31, 2011, RMB 302,781 million for the year ended December 31, 2010 and RMB 261,715 million for the year ended December 31, 2009, constituting 94.9%, 95.2% and 94.8% of our total gross written premiums for those periods. The figure for 2011 represented a 0.3% decrease from 2010.

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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 December 31,				Annual growth rate (2009-2011)
	2009 RMB	2010 RMB	2011 RMB	2011 US$	
	(in millions, except as otherwise indicated)				
Individual life gross written premiums	261,715	302,781	302,012	47,985	7.4%
Individual life liabilities of insurance contracts	808,591	1,008,201	1,189,777	189,037	21.3%
Individual life liabilities of investment contracts	14,579	15,664	13,349	2,121	(4.3)%

Products

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 84.96 million non-participating policies and 54.15 million participating policies as of December 31, 2011, among which approximately 53.24 million non-participating policies and 48.60 million participating policies are offered to individuals.

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,			
	2009 RMB	2010 RMB	2011 RMB	2011 US$
	(in millions)			
Gross written premiums				
Whole life and term life insurance	38,665	39,747	40,233	6,392
Endowment	184,841	220,505	221,925	35,260
Annuities	38,209	42,529	39,854	6,332

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.

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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.

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 30 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.

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. Participating endowment products are among the most popular individual life insurance products in China.

New Hong Tai Endowment and Hong Ying Endowment have generated the most income for participating endowment products in 2011. New Hong Tai Endowment had RMB 58,432 million (US$9,284 million) of net premiums in 2011, representing 19.4% of net premiums of our individual life insurance business. Hong Ying Endowment had RMB 56,000 million (US$8,898 million) of net premiums in 2011, representing 18.6% of total gross written premiums of our individual life insurance business. The net premiums earned from our participating endowment products increased by RMB 58,583 million, or 28.8%, to RMB 261,799 million (US$41,596 million) in 2011 from RMB 203,216 million in 2010.

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Annuities

Annuities are used for both asset accumulation and asset distribution needs. Annuitants 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.

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 685,000 exclusive agents operating in approximately 18,465 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 96,000 outlets of commercial banks and banking operations of post offices, to diversify our distribution channels and to achieve higher growth. See Distribution Channels .

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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 14,000 direct sales representatives operating in approximately 3,000 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 438 million (US$70 million) for the year ended December 31, 2011, RMB 473 million for the year ended December 31, 2010 and RMB 190 million for the year ended December 31, 2009, constituting 0.14%, 0.15% and 0.07% of our total gross written premiums for each respective year. The figure for 2011 represented a 7.40% decrease from 2010. This decrease was primarily due to the adjustment of our operation strategies with respect to group life insurance business, pursuant to which we reduced the sales of group annuities and whole life insurance 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 December 31,				Annual growth rate (2009-2011)
	2009 RMB	2010 RMB	2011 RMB	2011 US$	
	(in millions, except as otherwise indicated)				
Group life gross written premiums	190	473	438	70	51.8%
Group life liabilities of insurance contracts	632	695	709	113	5.9%
Group life liabilities of investment contracts	52,747	54,507	56,448	8,969	3.4%

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			
	2009 RMB	2010 RMB	2011 RMB	2011 US$
	(in millions)			
Gross written premiums:				
Group annuities	18	21	20	3
Group whole life and term life insurance	172	452	418	66

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 December 31,				Annual growth rate
	2009	2010	2011	2011	(2009-2011)
	RMB	RMB	RMB	US$	
	(in millions, except as otherwise indicated)				
Short-term accident insurance premiums	7,076	7,657	8,766	1,393	11.3%
Short-term health insurance premiums	6,989	7,318	7,036	1,118	0.3%
Accident and health reserves for claims and claim adjustment expenses (gross)	2,944	3,304	3,189	507	4.1%
Accident and health insurance unearned premium reserves (gross)	5,997	5,935	5,698	905	(2.5)%

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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 8,766 million (US$1,393 million) for the year ended December 31, 2011, RMB 7,657 million for the year ended December 31, 2010 and RMB 7,076 million for the year ended December 31, 2009, constituting 2.8%, 2.4% and 2.6% 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 7,036 million (US$1,118 million) for the year ended December 31, 2011, RMB 7,318 million for the year ended December 31, 2010 and RMB 6,989 million for the year ended December 31, 2009, constituting 2.2%, 2.3% and 2.5% of our total gross written premiums for those periods. The figure for 2011 represented a 3.9% decrease from 2010.

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 2011, in line with our general development strategy, we developed and introduced 16 new products, including 11 long-term insurance products consisting of 9 life insurance products, 1 health insurance product and 1 accident insurance product; and 5 short-term insurance products consisting of 4 accident insurance products, and 1 life insurance product 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 China Life Mei Man Yi Sheng annuity participating product, which has been one of our most popular products; the China Life Fu Man Yi Sheng participating endowment, which may meet diversified customer needs by allowing the customers to determine the starting age of receiving the payment and providing high benefits in the event of death as a result of an accident; the China Life Fu Lu Xin Zun participating endowment and the Fu Lu Baby participating endowment, which further enhance the Fu Lu series; and the Song He Yi Nian annuity participating product, which is expected to further enhance our position in the commercial pension insurance market;

- for bancassurance distribution channels, the China Life Xin Hong Tai Golden participating endowment; the upgraded China Life Mei Man Yi Sheng annuity participating product, which is expected to improve the competitive advantage and embedded value of our bancassurance business; the An Xin Wu You series, including the China Life An Xin Wu You participating endowment, the China Life Supplemental An Xin Wu You Major Disease Insurance with Advance Payment and the China Life An Xin Wu You Long-term Accident Insurance, which are expected to further meet market needs;

- our first group investment-linked insurance product, the Wen Ying Yi Sheng Group Annuity Investment-linked Insurance, to be marketed through group insurance channels; and

- the China Life Yu Cai Shao Er participating endowment, which is expected to support the marketing and sales through telephone sales.

With respect to short-term insurance products, we introduced the China Life Rural Subsidized Poverty Loan Borrower Term Life Micro-insurance, the China Life Rural Subsidized Poverty Loan Borrower Accident Micro-insurance, the China Life Rural Subsidized Poverty Loan Borrower Group Accident Micro-insurance and the China Life Rural Subsidized Poverty Loan Borrower Quan Jia Fu Accident Micro-insurance, to meet the needs of the large number of people in rural areas. We also developed a series of short term insurance products, including the China Life Students and Children Disability and Burn Accident Insurance, to meet the needs of particular groups.

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 685,000 exclusive agents operating in approximately 18,465 field offices for our individual products and more than 14,000 direct sales representatives in approximately 3,000 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 96,000 outlets of commercial banks and banking operations of post offices as of the end of December 2011, which was approximately the same as in 2010. 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.

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Exclusive agent force

Our exclusive agent force of approximately 685,000 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,		
	2009	**2010**	**2011**
Number of exclusive agents (approximately)	777,000	706,000	685,000
Number of field offices	19,000	18,953	18,465

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 decreased from 706,000 as of the end of 2010 to 685,000 as of the end of 2011. This decrease was partially due to the strengthened performance review conducted by us in 2011, as a result of which a number of exclusive agents with lower productivity level left. In addition, increasing competition for agents from other business institutions made it difficult for insurance companies including ourselves to increase the number of 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.

We also continued 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 policyholders who bought insurance policies through our unqualified agents are allowed to cancel the policies, under some circumstances. As of December 31, 2011, approximately 99.8% of our individual agents had obtained such a certificate.

We supervise and provide training to our exclusive agents through more than 1,300 full-time trainers and 20,000 part 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.

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We also try to increase the loyalty of our exclusive agents through other methods, such as through participation in sales conferences.

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 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 E-Home 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 representatives include approximately 3,700 full-time employees and 10,000 agents for group insurance and operate in approximately 3,000 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.

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 96,000 outlets of commercial banks and banking operations of post offices, as well as insurance agencies and insurance brokerage companies.

Bancassurance

We have bancassurance arrangements with major commercial banks 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 many 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. However, we expect that the dedicated insurance agencies and insurance brokerage companies will play a more important role in sales of our group products in the future.

Competition

Our nearest competitors are Ping An, New China Life and China Pacific Life.

- In the individual life insurance market, Ping An, New China Life, China Pacific Life and we collectively represented 68% of total individual life insurance premiums in 2010. We primarily compete based on the nationwide reach of our sales network, the largest distribution force and the level of services we provide, as well as our strong brand name.

- In the group life insurance market, Ping An, New China Life, China Pacific Life and we collectively represented 64% of total group life insurance premiums in 2010. We primarily compete based on the nationwide reach of our sales network, our relationships with large companies and institutions in China, the level of services we provide, as well as our strong brand name.

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In the accident insurance market, Ping An, New China Life, China Pacific Life and we collectively represented 74% of total accident premiums in 2010. 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, New China Life, China Pacific Life and we collectively represented 70% of total health premiums in 2010. 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, 2010, 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(1)	Accident premiums market share	Health premiums market share	Total premiums market share
China Life	37%	5%	40%	26%	36%
Ping An Insurance (Group) Company of China, Ltd.	10%	50%	13%	33%	11%
China Pacific Life Insurance Co. Ltd.	10%	8%	17%	2%	10%
New China Life Insurance Co. Ltd.	11%	1%	4%	9%	10%
Tai Kang Life Insurance Co. Ltd.	8%	1%	5%	5%	7%
Others(2)	24%	35%	21%	25%	26%
Total	100%	100%	100%	100%	100%

(1) The statistics in the China Insurance Year Book 2011 do not include long-term accident and health insurance products.

(2) 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., 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., 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., Haier New York Life Insurance Co., Ltd., Aviva-COFCO Life Insurance Co., Ltd., AEGON-CNOOC Life Insurance Co., Ltd., CIGNA - CMC 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., Dragon Life Insurance Co., Ltd., Zhongxin Grand Oriental Person s Life Insurance Co., Ltd., Ltd., Huaxia Life Insurance Co., Ltd., Sinatay 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, Guohua Life Insurance Co., Ltd., Hexie Health Insurance Co., Ltd., Aeon Life Insurance Co., Ltd., China Post Life Insurance Co., Ltd., King Dragon Life Insurance Co., Ltd., and Shin Kong HNA Life Insurance Co., Ltd., An Bang Life Insurance CO., Ltd., Zhongrong Life Insurance Co., Ltd., BoComm Life Insurance Co., Ltd., ING-BOB Life Insurance Co., Ltd., HSBC Life Insurance Co., Ltd., Nissay-Greatwall Life Insurance Co., Ltd.

Source: China Insurance Yearbook 2011

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, 2009, 61 as of December 31, 2010 and 61 as of December 31, 2011. 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.

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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 .

We also face increasing 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 have a specialized customer service department 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 several 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 also have uniform service standards for customer service units nationwide.

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, greeting message and reminder call services to customers. We intend to continue to broaden 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 2011, for eight 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. We will continue to ensure that we have a sufficient number of lines and staff to service the increasing use of our call centers.

We have established system-wide standards for our call centers, which we monitor periodically through regular call quality monitoring and weekly operation reports on the call centers.

Cell phone message services

We utilize wireless telephone services to make instant contact with our customers and sales people. 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 utilize our Internet-based services for inquiries, complaints and service requests through our website (www.e-chinalife.com). We also use emails to send messages to our customers all over China, conveying such information as birthday and holiday greetings, premium payment notices and premium payment confirmations.

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 several types of basic policy-related services and 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 five 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.

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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.

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 mortality table, morbidity, expenses and investment returns. Those assumptions and other assumptions for calculating the margin for expected profitability are based on our own experience , third party consultation, the experience of reinsurance companies and published data from other institutions. For more information on regulation of insurance products, see Regulatory and Related Matters Insurance Company Regulation .

We primarily offer products denominated in Renminbi.

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 preliminarily 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 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, the Shanghai branch of General Re Corporation and the Shanghai branch of Hannover Re.

In April 2011, we purchased catastrophe reinsurance in order to reduce our catastrophe exposure.

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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 us 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 the present value of reasonable estimates of future cash outflows less future cash inflows. 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 future 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 .

Investments

As of December 31, 2011, we had RMB 1,494,969 million (US$237,527 million) of investment assets. As provided by China s insurance law and regulations, we may invest insurance premiums and other insurance funds in bank deposits, debt securities, stocks, Chinese securities investment funds, real property, equity interests of non-listed enterprises, interest rate swaps, overseas investments and other investment channels as approved by the State Council, all subject to various limitations.

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We direct and monitor our investment activities through the application of investment management guidelines and investment plans. Our investment management guidelines and investment plans 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 management guidelines and investment plans are reviewed and approved by the board of directors 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, 2009, 2010 and 2011.

	As of December 31,					
	2009		2010		2011	
	Carrying value	% of total	Carrying value	% of total	Carrying value	% of total
	(RMB in millions, except as otherwise indicated)					
Cash and cash equivalents	36,197	3.1%	47,854	3.6%	55,985	3.7%
Term deposits (excluding structured deposits)	344,710	29.4%	441,585	33.0%	520,793	34.8%
Structured deposits	273	0.0%		0.0%		0.0%
Statutory deposits restricted	6,153	0.5%	6,153	0.5%	6,153	0.4%
Debt securities, held-to-maturity	235,099	20.1%	246,227	18.4%	261,933	17.5%
Debt Securities, available-for-sale	340,825	29.1%	354,452	26.5%	383,527	25.7%
Debt securities, securities at fair value through profit or loss (held-for-trading)	6,391	0.5%	7,513	0.6%	21,224	1.4%
Debt securities	582,315	49.7%	608,192	45.5%	666,684	44.6%
Loans	23,081	2.0%	36,543	2.7%	61,104	4.1%
Equity securities, available for sale	176,674	15.1%	193,669	14.5%	179,421	12.0%
Equity securities, securities at fair value through profit or loss (held-for-trading)	2,742	0.2%	2,249	0.2%	2,459	0.2%
Equity securities	179,416	15.3%	195,918	14.7%	181,880	12.2%
Resale agreements					2,370	0.2%
Total investment assets	1,172,145	100%	1,336,245	100%	1,494,969	100%
Average investment assets balance	1,054,774		1,254,195		1,415,607	

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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, 2011, 2010 and 2009 were 3.51%, 5.11% and 5.78%, respectively.

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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,					
	2009		2010		2011	
	Yield (1)	Amount	Yield (1)	Amount	Yield (1)	Amount
	(RMB in millions, except as otherwise indicated)					
Cash, cash equivalents and term deposits:						
Investment income	3.3%	10,805	3.7%	16,363	4.6%	24,978
Ending assets: cash and cash equivalents		36,197		47,854		55,985
Ending assets: statutory deposits restricted		6,153		6,153		6,153
Ending assets: term deposits		344,983		441,585		520,793
Ending assets		387,333		495,592		582,931
Debt securities:						
Investment income	4.1%	23,759	4.3%	25,586	4.4%	28,075
Net realized gains/(losses)		3,346		584		444
Net fair value gains/(losses) through profit or loss		(277)		403		(405)
Total		26,828		26,573		28,114
Ending assets		582,315		608,192		666,684
Loans:						
Investment income	5.7%	1,172	5.3%	1,583	5.4%	2,658
Ending assets		23,081		36,543		61,104
Equity securities:						
Investment income	2.5%	3,146	2.8%	5,251	(3.5)%	4,913
Net realized gains/(losses) and impairment on financial assets		17,898		15,257		(11,652)
Net fair value gains/(losses) through profit or loss		1,726		(486)		134
Total		22,770		20,022		(6,605)
Ending assets		179,405		195,918		181,880
Resale and repurchase agreements:						
Resale agreements:						
Investment income	N/A	8	N/A	89	8.3%	98
Total		8		89		98
Ending assets						2,370
Repurchase agreements:						
Investment expense		(111)		(304)		(570)
Ending assets		33,553		23,065		13,000
Investments in associates:						
Investment income/(losses)	8.6%	704	12.1%	1,771	9.8%	2,213
Ending assets		8,470		20,892		24,448
Total investments:						
Investment income	5.78%	38,890	5.11%	48,872	3.51%	60,722
Net realized gains/(losses) and impairment on financial assets		21,244		15,841		(11,208)
Net fair value gains/(losses) through profit or loss		1,449		280		337
Business tax and extra charges for investment		(662)		(842)		(121)
Total		60,921		64,151		49,730
Ending assets		1,172,145		1,336,245		1,494,969

(1) Yields for 2009, 2010 and 2011 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 34.8% of our total investment assets as of December 31, 2011, 33.1% of our total investment assets as of December 31, 2010, and 29.4% of our total investment assets as of December 31, 2009.

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,		
	2009 Amortized cost	2010 Amortized cost	2011 Amortized cost
		(RMB in millions)	
Due in one year or less	84,393	19,268	44,876
Due after one year and through five years	196,090	340,917	453,117
Due after five years and through ten years	64,500	81,400	22,800
Due after ten years			
Total term deposits and structured term deposits	344,983	441,585	520,793

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,		
	2009 Amortized cost	2010 Amortized cost	2011 Amortized cost
		(RMB in millions)	
Industrial & Commercial Bank of China	2,700		
Agriculture Bank of China	16,883	29,300	49,100
Bank of China	70,400	108,200	134,700
China Construction Bank	21,000	18,200	18,200
Other banks	234,000	282,885	318,793
Total term deposits and structured term deposits	344,983	438,585	520,793

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.

We started to make structured deposits in foreign currencies with commercial banks in 2004. In 2010, the banks with which we made structured deposits determined to terminate the structured deposits, as permitted in their discretion. As a result, we did not hold any structured deposits as of December 31, 2011 and 2010.

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 44.6% of our total investment assets as of December 31, 2011, 45.5% of our total investment assets as of December 31, 2010, 49.7% of our total investment assets as of December 31, 2009.

Based on estimated fair value, Chinese government bonds, Chinese government agency bonds, corporate bonds and subordinated bonds and debt comprised 15.7%, 38.7%, 32.7% and 12.8% of our total available-for-sale debt securities as of December 31, 2011, 16.3%, 41.1%, 35.4% and 7.2% of our total available-for-sale debt securities as of December 31, 2010 and 15.2%, 48.5%, 30.1% and 6.2% of our total available-for-sale debt securities as of December 31, 2009. Except for a small number of debt securities, which collectively had a carrying value of RMB 336 million (US$53 million) as of December 31, 2011, most of our debt securities are traded on stock exchanges or in the unlisted interbank market in China.

We invest in secured bonds rated A or above and unsecured 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.

China Chengxin International Credit Rating Co., Ltd. is a member of Moody s Investors Service Inc., with Moody s owning 49% equity interest in Chengxin International. Chengxin International created its own rating structures by making reference to the rating structures and experience of Moody s and Fitch Ratings. AAA is the highest rating. Other approved rating agencies, such as Dagong, 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,											
	2009				2010				2011			
	Amortized cost	% of total	Estimated fair value	% of total	Amortized cost	% of total	Estimated fair value	% of total	Amortized cost	% of total	Estimated fair value	% of total
	(RMB in millions)											
Debt securities, available for-sale:												
Government bonds	50,623	8.6%	51,996	8.9%	57,727	9.5%	57,871	9.5%	57,969	8.7%	60,325	9.0%
Government agency bonds	167,313	28,4%	165,231	28.3%	145,522	23.8%	145,538	24.0%	146,810	22.0%	148,539	22.2%
Corporate bonds	103,603	17.7%	102,553	17.6%	127,225	20.8%	125,423	20.7%	128,467	19.2%	125,407	18.7%
Subordinated bonds/debt	21,198	3.6%	21,045	3.6%	26,541	4.3%	25,620	4.2%	51,042	7.6%	49,256	7.4%
Total debt securities, available-for-sale	342,737	58.4%	340,825	58.5%	357,015	58.5%	354,452	58.5%	384,288	57.6%	383,527	57.3%
Debt securities, held to maturity:												
Government bonds	103,980	17.8%	107,432	18.4%	105,006	17.2%	105,720	17.4%	87,451	13.1%	90,727	13.6%
Government agency bonds	84,619	14.5%	82,728	14.2%	90,230	14.8%	89,243	14.7%	89,631	13.4%	89,509	13.4%
Corporate bonds	3,139	0.5%	3,245	0.6%	3,138	0.5%	3,232	0.5%	6,437	1.0%	6,503	1.0%
Subordinated bonds/debt	43,361	7.4%	42,264	7.3%	47,853	7.8%	46,109	7.6%	78,414	11.7%	77,646	11.6%
Total debt securities, held to maturity	235,099	40.2%	235,669	40.4%	246,227	40.3%	244,304	40.3%	261,933	39.2%	264,385	39.5%

Debt securities, securities at fair value through profit or loss (held-for-trading)												
Government bonds	2,483	0.4%	2,438	0.4%	898	0.1%	883	0.1%	589	0.1%	589	0.1%
Government agency bonds	3,559	0.6%	3,549	0.6%	1,918	0.3%	1,915	0.3%	4,296	0.6%	4,285	0.6%
Corporate bonds	403	0.1%	404	0.1%	4,415	0.7%	4,715	0.8%	16,443	2.5%	16,350	2.4%
Subordinated bonds/debt												
Total debt securities, securities at fair value through profit or loss (held-for-trading)	6,445	1.1%	6,391	1.1%	7,231	1.2%	7,513	1.2%	21,328	3.2%	21,224	3.2%
Total debt securities	580,623	100%	582,834	100%	610,473	100%	606,269	100%	667,549	100%	669,136	100%

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

	As of December 31,					
	2009		2010		2011	
	Amortized cost	Estimated fair value	Amortized cost	Estimated fair value	Amortized cost	Estimated fair value
	(RMB in millions)					
Due in one year or less	8,844	8,886	22,688	22,962	5,621	5,631
Due after one year and through five years	79,641	82,511	65,609	67,078	71,973	72,451
Due after five years and through ten years	165,523	169,484	177,546	179,338	189,920	192,742
Due after ten years	323,827	315,612	337,398	329,377	378,705	377,087
Total debt securities	577,835	576,493	603,241	598,755	646,220	647,912

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 80% 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, 2011, the total amount of our policy loans was RMB 32,321 million (US$5,135 million), and represented 2.2% of our total investment assets as of that date.

During the year of 2008, we made RMB 1,200 million and RMB 8,050 million as loans to Shentong Group Debt Investment Program and Tianjin City Debt Investment Plan, respectively. We did not make any new investments in debt investment plans during the year of 2009. During the year of 2010, we made RMB 1,570 million, RMB 1,470 million, RMB 200 million and RMB 76 million as loans to Pudong Construction, Shanxi Coal, Jiangyin Bridge and South-to-North Water Diversion debt investment plans, respectively. During the year of 2011, we increased the investments in debt investment plans and made 15 new investments with the total investment amount of RMB 15,913 million. We also increased our investment in the South-to-North Water Diversion debt investment plan to 380 million. As of December 31, 2011, we have made investments in 21 debt investment plans with the total investment amount of RMB 28,783 million. As of December 31, 2011, our investment in these debt investment plans had a total investment proceeds of approximately RMB 1,119 million (US$178 million).

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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 5.7% of our total investment assets as of December 31, 2011.

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.

	As of December 31,					
	2009		2010		2011	
	Carrying value	% of total	Carrying value	% of total	Carrying value	% of total
	(RMB in millions, except as otherwise indicated)					
Open-end	68,343	89.8%	87,943	91.3%	80,223	92.9%
Closed-end	7,779	10.2%	8,384	8.7%	6,104	7.1%
Total	76,122	100%	96,327	100%	86,327	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, 2011, the total amount of our investment in common stocks was RMB 95,553 million (US$15,182 million), and represented 6.4% 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.

The securities sold under agreements to repurchase were RMB 33, 553 million as of December 31, 2009, RMB 23,065 million as of December 31, 2010 and RMB 13,000 million (US$2,065 million) as of December 31, 2011. We did not have securities purchased under agreements to resell as of December 31, 2009 and 2010. The securities purchased under agreements to resell were RMB 2,370 million (US$377 million) as of December 31, 2011.

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Equity interests in non-listed enterprises and related financial products

Insurance companies are allowed to invest, directly or indirectly, in equity interests in non-listed enterprises. These investments are categorized either as direct investments , for investments by an insurance company in its name, or as indirect investments , for investments through equity investment funds and other related financial products sponsored and established by an investment management institution. Our investments in equity interests in non-listed enterprises and related financial products are subject to strict restrictions under relevant Chinese regulations. See Regulatory and Related Matters Insurance Company Regulation Regulation of investments .

We started to make investments in equity interests in non-listed enterprises in 2006. The following table presents the carrying values of our investments in equity interests in non-listed enterprises as of the dates indicated.

	As of December 31,					
	2009		2010		2011	
	Carrying value	% of total	Carrying value	% of total	Carrying value	% of total
	(RMB in millions, except as otherwise indicated)					
China Guangfa Bank Co., Ltd.	7,485	88.7%	11,623	92.4%	13,588	93.4%
Bank of Hangzhou	650	7.7%	650	5.2%	650	4.5%
China UnionPay	300	3.6%	300	2.4%	300	2.1%
Bohai Industrial Investment Fund Management Co., Ltd	5	0.1%	5	0.0%	5	0.0%
Total	8,440	100%	12,578	100%	14,543	100%

In 2011, we completed the filings with the CIRC with respect to equity investments, as a result of which we are permitted to make private equity investments without the CIRC approval for each investment as long as the total amount of our investments are below the cap specified in the filings we made with the CIRC. We made our first private equity fund investment in the second Renminbi fund sponsored by Hony Capital, a leading Chinese private equity firm, with the capital commitment of RMB 1.5 billion.

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 .

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 proportionate shareholding between CLIC and us remains unchanged.

As of December 31, 2011, AMC had total assets of RMB 4,611 million (US$733 million), net assets of RMB 4,261 million (US$677 million) and net profit of RMB 468 million (US$74 million).

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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 2011, the registered capital of CLPCIC was increased from RMB 4 billion to RMB 8 billion, with us and CLIC contributing RMB 1.6 billion and 2.4 billion, respectively. The proportionate shareholding between CLIC and us remains unchanged.

As of December 31, 2011, CLPCIC had total assets of RMB 22,417 million (US$3,562 million), net assets of RMB 6,491 million (US$1,031 million) and net profit of RMB 421 million (US$67 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 has obtained the qualification to serve as trustee and account manager of enterprise annuity funds.

As of December 31, 2011, China Life Pension had total assets of RMB 1,875 million (US$298 million), net assets of RMB 1,648 million (US$262 million) and net losses of RMB 373 million (US$59 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 1,591 experienced engineers, technicians and specialists.

In 2011, we continued to increase our investment in information technology development, improving the standards of our information technology applications and services and reducing operating costs. We also further expanded the application of China Life E-Home program to provided better service to our customers. In addition, we successfully completed the data centralization project, which optimized the allocation of resources.

In 2011, we continued the construction of our new research and development center in Beijing.

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 .

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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.

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.

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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. Unless otherwise approved by the CIRC, equity interests held by a single shareholder (including its related parties) may not exceed 20% of the total equity of a single insurance company, and the combined equity interests held by foreign investors may not exceed 50% of the total equity of a single life 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 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.

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.

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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.

Regulation of investments

Permitted investments. As a Chinese life insurance company, we are subject to 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;
- corporate bonds;
- stocks;
- securities investment funds;
- real property;
- equity interests of non-listed enterprises;

interest rate swaps;

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overseas investments; and

other investment channels as approved by the State Council.

Bank deposits, Chinese government bonds and government agency bonds. 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.

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

The balance of an insurer s total investment in bank deposits, government bonds, central bank notes, bonds issued by state-owned policy banks of the Chinese government and currency market funds may be no less than 5% of such insurer s total assets as of the end of the previous quarter.

Corporate bonds. Insurance companies are allowed to invest in secured bonds and unsecured bonds.

Secured bonds include secured enterprise bonds, corporate bonds, convertible corporate bonds and bonds publicly issued by securities companies. The invested secured enterprise (corporate) bonds must have a long-term credit rating of A or above as assessed by a domestic credit rating agency. An insurance company may, at its discretion, determine the total amount of investment in financial bonds, subordinated bonds and fixed term subordinated debt issued by commercial banks, RMB-dominated bonds issued by international development institutions and other secured enterprise (corporate) bonds. An insurer s total investment in any single issue of the above bonds may not exceed 20% of such issue.

Unsecured bonds include unsecured enterprise bonds, debt financing instruments of non-financial enterprises and convertible corporate bonds issued by commercial banks. The invested unsecured corporate bonds issued in China must have a long-term credit rating of AA or above as assessed by a domestic credit rating agency. The balance of an insurer s investment in unsecured enterprise (corporate) bonds may not exceed 20% of its total assets as of the end of the previous quarter, and an insurer s total investment in any single issue of the above bonds may not exceed 10% of the issue.

An insurer s investment in secured and unsecured bonds must also meet the following requirements: the balance of investment in bonds issued by any single issuer may not exceed 20% of such issuer s net assets as of the end of the most recent fiscal year; the balance of investment in bonds issued by affiliated enterprises may not exceed 20% of the insurer s net assets as of the end of most recent fiscal year; and the total investment by the affiliates of the same group in any single issue may not exceed 60% of such issue.

Insurance companies may 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.

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For an insurer undertaking 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.

Stocks. Insurance companies may use their insurance funds to invest in publicly offered and listed shares which are denominated and traded in RMB, in private placement of shares by listed companies to specific investors and in other stock market investments. As of the date of this annual report, CIRC has not promulgated any rules permitting the investment in the Growth Enterprise Board listed shares and shares which are denominated and traded in foreign currency. 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.

Where the balance of total investment in stocks and stocks investment funds does not exceed 20% of its total assets as of the end of the previous quarter, an insurance company may, at its discretion, determine the total amount of investment in stocks. The balance of an insurer s investment cost in any single entity s shares may not exceed 50% of such entity s net assets as of the end of the most recent fiscal year, and may not exceed 20% of such insurer s total assets as of the end of the previous quarter. An insurer s investment in any single listed company s shares may not exceed 10% of the total share capital of such listed company. If any investment exceeds 10% of a listed company s total share capital, the insurance company must obtain control over such listed company and must file information regarding the investment with the CIRC.

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.

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 previous quarter. The balance of total investment in securities investment funds and stocks may not exceed 25% of its total assets as of the end of the previous quarter. The balance of total investment in stocks and stocks investment funds may not exceed 20% of its total assets as of the end of the previous quarter. The investment balance in any single fund may not exceed 3% of its total assets as of the end of the previous quarter. 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 the 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.

Real property. Insurance companies are allowed to invest in infrastructure real property, non-infrastructure real property and the related financial products.

For insurance funds invested in infrastructure real property, the balance of an life insurance company s investment on a cost basis may not exceed 5% of its total assets as of the end of the previous quarter. The balance of an insurer s investment in a single infrastructure project on a cost basis may not exceed 20% of the overall budget of such project. The balance of an insurer s investment from independent accounting product account on a cost basis may not exceed the specific ratio as stipulated in the insurance policy.

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For insurance funds invested in non-infrastructure real property and the related financial products, the balance of an insurer s investment in real properties may not exceed 10% of its total assets as of the end of the previous quarter; the balance of investment in the related financial products may not exceed 3% of the insurer s total assets as of the end of the previous quarter, and the total of the above two items may not exceed 10% of the insurer s total assets as of the end of the previous quarter. The balance of an insurer s investment in any single real property investment plan may not exceed 50% of the issue of such plan, and the investment in any related financial products shall not exceed 20% of the issue of such product.

Where an insurance company invests in real property, if the balance of investment exceeds RMB 2 billion or 20% of the investment limit, or if there is additional investment in the existing real property projects, a report must be made to the CIRC within the prescribed time.

Insurance group (holding) companies and insurance companies may not use any of its reserves to purchase real property for self-use. The balance of investments in the purchase of real property for self-use by an insurer may not exceed 50% of its net assets as of the end of the previous year.

Equity interests in non-listed enterprises. Insurance companies are allowed to directly or indirectly invest in equity interests in non-listed enterprises. Such investments are either categorized as direct investments , for acts of investment in and holding of equity by an insurance company under the name of the capital contributor, or as indirect investments , for acts of an insurance company s investment in equity investment funds and other related financial products sponsored and established by an investment management institution. Where an investment is made directly in equity with insurance funds, it must be limited to equity interests of insurance enterprises, non-insurance financial enterprises and insurance business-related old-age pension, medical and automobile services and other such enterprises. For purposes of such direct equity investment other than that may lead to control and indirect investment, an insurer may use its corporate capital and liability reserves.

The balance of an insurer s investment in equity interests of non-listed enterprise may not exceed 5% of the insurer s total assets as of the end of the previous quarter, the balance of investment in equity investment funds and other financial products related to equity interests of non-listed enterprises may not exceed 4% of the insurer s total assets as of the end of the previous quarter, and the aggregate of the two items may not exceed 5% of the insurer s total assets as of the end of the previous quarter. The balance of a direct investment may not exceed the insurer s net assets. Except for material equity investments, the balance of an equity investment in any single equity enterprise may not exceed 30% of the insurer s net assets. The balance of an investment in any single investment fund may not account for more than 20% of the issue size of such fund. The balance of an insurer s investment cost in any single entity s shares may not exceed 50% of the legal person s net assets as of the end of the most recent fiscal year, and may not exceed 20% of such insurer s total assets as of the end of the previous quarter.

Insurance companies are allowed to invest 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 equity investments in banks may not exceed 3% of an insurer s total assets as of the end of the previous year. Ordinary equity investments in a single bank may not exceed 1% of an insurer s total assets as of the end of the previous year. In addition, 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 of 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.

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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 as of 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.

Interest rate swaps. For an insurer carrying out interest rate swaps, the notional principal may not exceed 10% of its fixed-income assets (including bank deposits, bonds and other debt instruments) as of the end of the previous quarter. The notional principal swapped with the same counterparty may not exceed 3% of such counterparty s fixed-income assets as of the end of the previous quarter.

Overseas investments. Insurance companies are allowed to invest abroad with insurance funds in the following categories:

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

- fixed income instruments such as bank deposits, structured deposits, bonds, convertible bonds, bond funds, securitization products and trust products, among which, the varieties of bonds in Hong Kong market are limited to bonds publicly issued in Hong Kong by companies listed on Main Board and large state-owned enterprises;

- equity investments such as stocks, stock investment funds, equity and equity-type products, which, in Hong Kong, are limited to stocks publicly offered and listed on Main Board; and

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

The balance of total amount of overseas investments in stocks and securities investment funds may not exceed 15% of the insurer s total assets as of the end of the previous quarter. The ratio for a single investment is the same as the investment ratio of the same variety of investment in the domestic markets. The total amount actually invested by an insurance company may not exceed the foreign currency investment quota approved by the SAFE.

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The domestic and overseas investment ratios of various financial products shall be calculated in combination on the basis of the assets actually invested in various bonds, stocks and securities investment funds and subject to regulatory requirements.

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.

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, 2011, our solvency ratio was approximately 170.12%.

Statutory deposits

Insurance companies in China are required to deposit an amount equal to 20% of their registered capital with at least two qualified commercial banks, each of which must, among other things, have net assets of no less than RMB 20 billion as of the end of the previous year 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 statutory reserves in accordance with regulations established by the CIRC. 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.

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.

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. According to applicable CIRC regulations, 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.

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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. An insurance company must submit to the CIRC an operating report, an actuarial report, its financial statements, a solvency report and a compliance report , each prepared in accordance with applicable rules. By April 30 of each year, an insurance company must disclose on its website an annual report including, among other things, financial statements and solvency data for the previous year. In addition, within 10 business days after the occurrence of a material related party transaction or other material events, an insurance company must disclose information about such transactions and events on its website .

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. In August 2010, the CIRC issued new rules governing internal control of insurance companies. Under the new rules, an insurance company must establish an internal control evaluation system, and by April 30 of each year, an insurance company must submit to the CIRC an evaluation report on its internal control.

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 establish internal rules and procedures to protect the personal data of policyholders and insureds. Insurance companies are prohibited from illegal obtaining, using or selling of the personal data of policyholders and insureds.

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Insurance companies are also 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 debt 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. Proceeds from the issuance of subordinated debt may be recorded as supplementary capital of an issuance company, provided that the total amount that has been recorded as supplementary capital may not exceed 50% of the net assets of an insurance company. Proceeds from the issuance of subordinated debt may not be used to offset daily operating losses of an insurance company. 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 debt 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 we have complied in all material respects with all applicable regulatory requirements set out above.

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.

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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 RMB 100 million or the equivalent amount of other freely convertible currencies.

Business operations

An insurance asset management company may conduct the following businesses: (1) managing and operating insurance funds in Renminbi or other foreign currencies entrusted by its shareholders and other insurance companies; (2) managing and operating its own insurance funds in Renminbi or other foreign currencies; (3) offering insurance funds investment products; and (4) other businesses otherwise approved by the CIRC or other departments of the State Council.

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.

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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 commercial banks and banking operations of post offices to act as non-dedicated insurance agencies. Only employees of commercial banks who hold CIRC qualification certificates are permitted to sell insurance products at the outlets of commercial banks or banking operations of post offices. Sales representatives of insurance companies are prohibited from selling insurance products at the outlets of commercial banks or banking operations of post offices.

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. An individual insurance agent is permitted to act on behalf of only one 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 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.

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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.

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.

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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

In 2010, the National Audit Office of the People s Republic of China, or the NAO, conducted a routine audit on the assets, liabilities and profits and losses of CLIC and its subsidiaries (including China Life) and certain of its branch offices for the year of 2009. On January 31, 2011, the NAO released on its website the audit results. We believe that the issues identified in the audit have no material impact on our overall operating results, financial statements and internal control over financial reporting.

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C. ORGANIZATIONAL STRUCTURE

(1) Wholly owned by CLIC

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

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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 (Hong Kong) Company Limited
(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%

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D. PROPERTY, PLANTS AND EQUIPMENT

As of December 31, 2011, we owned and leased 3,881 and 14,236 properties respectively, and had 222 properties under construction. Among the 3,881 properties owned by us, 1,810 properties are leased to independent third parties (including partial leasing) 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 this property leasing agreement, which will expire on December 31, 2012, 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.

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 139 million individual and group life insurance policies, annuity contracts and long-term health insurance policies in force as of December 31, 2011. 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.

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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 318,252 million (US$50,565 million) and net profit attributed to our equity holders of RMB 18,491 million (US$2,938 million) for the year ended December 31, 2011. Our principal business segments had the following results:

- *Individual life insurance* had total gross written premiums of RMB 302,012 million (US$47,985 million) in 2011.
- *Group life insurance* had total gross written premiums of RMB 438 million (US$70 million) in 2011.
- *Short-term insurance* had total gross written premiums of RMB 15,802 million (US$2,511 million) in 2011.

Our business has been characterized by steady growth of premium income over the past several years, a move towards an improved business structure and an increase in first-year regular premiums for products with regular premiums of ten years or more. At the same time, our business was also affected by certain unfavorable factors including the continued weakness of the Chinese capital markets and the effect of changes in bancassurance regulations, which impacted our individual premiums.

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 85.8% of total revenues in 2011.
- 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 13.4% of total revenues in 2011.

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 .

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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.

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, price 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, securities market conditions, taxes and general economic conditions, affect our profitability.

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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. From the beginning of the year 2011 to the date of this annual report, the PBOC increased the interest rates three times. The interest rate on one-year term deposits was raised from 2.75% to 3.50%. If the interest rates were to be increased further, 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.

Sustained levels of high or low interest rates also may affect the relative popularity of our various products. For example, the popularity of our participating endowment products is partially driven by the protracted comparatively low interest rate environment in China during the past several years 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 to invest in real property and equity interests of non-listed enterprises, 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/(losses) and impairment on financial assets, for the years ended December 31, 2009, 2010 and 2011.

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	For the year ended December 31,		
	2009	2010	2011
	(RMB in millions)		
Debt securities	200	76	11
Equity securities	(2,350)	(1,771)	(12,924)
Total	(2,150)	(1,695)	(12,913)

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 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 changes 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.

During the year ended December 31, 2010, we recognized impairment expense of RMB 1,771 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, 2010, RMB 76 million of previously recognized impairment losses was reversed.

During the year ended December 31, 2011, we recognized impairment expense of RMB 12,924 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, 2011, RMB 11 million of previously recognized impairment losses was reversed.

Available-for-sale securities comprised of the following asset classes as of December 31, 2009, 2010 and 2011.

	As of December 31,					
	2009		2010		2011	
	Cost or amortized cost	Estimated fair value	Cost or amortized cost	Estimated fair value	Cost or amortized cost	Estimated fair value
	(RMB in millions)					
Debt securities						
Government bonds	50,623	51,996	57,727	57,871	57,969	60,325
Government agency bonds	167,312	165,231	145,522	145,538	146,810	148,539
Corporate bonds	103,603	102,553	127,225	125,423	128,467	125,407
Subordinated bonds/debt	21,198	21,045	26,541	25,620	51,042	49,256
Subtotal	342,736	340,825	357,015	354,452	384,287	383,527
Equity securities						
Funds	62,573	75,553	89,461	95,380	108,159	84,767
Common stocks	72,740	100,876	92,695	97,915	110,719	93,384
Other	245	245	374	374	1,312	1,270
Subtotal	135,558	176,674	182,530	193,669	220,190	179,421

Total	478,294	517,499	539,545	548,121	604,477	562,948

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We had gross unrealized gains of RMB 15,314 million and gross unrealized losses of RMB 41,256 million as of December 31, 2011. We had gross unrealized gains of RMB 24,692 million and gross unrealized losses of RMB 16,115 million as of December 31, 2010. We had gross unrealized gains of RMB 47,179 million and gross unrealized losses of RMB 9,157 million as of December 31, 2009. The total unrealized losses as of December 31, 2011, 2010 and 2009 were 14.5%, 3.0% and 1.8% of total available-for-sale securities. The unrealized losses as of December 31, 2011 related primarily to the continued weakness of the Chinese capital markets in 2011. The SSE Index, a major stock exchange index in China, was at 2,199 points on December 30, 2011, which was a 22% decrease from 2010. We made the revaluation adjustments on the basis of quoted market prices as of the relevant balance sheet dates. The unrealized losses of December 31, 2010 related primarily to unfavorable market conditions and the decrease of the market value of debt securities resulting from the increase of interest rates. The SSE Index was at 2,808 points on December 31, 2010, which was a 14% decrease from 2009. 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 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 following tables set forth the length of time that each class of available-for-sale securities has continuously been in an unrealized loss position as of December 31, 2011, 2010 and 2009.

As of December 31, 2011	0-6 months	7-12 months	More than 12 months	Total
		(RMB in millions)		
Debt securities				
Unrealized losses	947	687	6,973	8,607
Carrying amounts	19,044	24,114	120,169	163,327
Unrealized losses as a percentage of carrying amounts	4.97%	2.85%	5.80%	5.27%
Equity securities				
Unrealized losses	17,891	14,759		32,649
Carrying amounts	78,060	43,158		121,218
Unrealized losses as a percentage of carrying amounts	22.92%	34.20%		26.93%
Total				
Total unrealized losses	18,837	15,446	6,973	41,256
Total carrying amounts	97,104	67,273	120,169	284,546
Unrealized losses as a percentage of carrying amounts	19.40%	22.96%	5.80%	14.50%

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As of December 31, 2010	0-6 months	7-12 months	More than 12 months	Total
		(RMB in millions)		
Debt securities				
Unrealized losses	4,818	310	3,337	8,465
Carrying amounts	151,936	3,857	36,120	191,913
Unrealized losses as a percentage of carrying amounts	3.17%	8.03%	9.24%	4.41%
Equity securities				
Unrealized losses	3,643	4,003		7,646
Carrying amounts	52,058	14,632		66,690
Unrealized losses as a percentage of carrying amounts	7.00%	27.36%		11.47%
Total				
Total unrealized losses	8,461	4,313	3,337	16,111
Total carrying amounts	203,994	18,489	36,120	258,604
Unrealized losses as a percentage of carrying amounts	4.15%	23.33%	9.24%	6.23%

As of December 31, 2009	0-6 months	7-12 months	More than 12 months	Total
		(RMB in millions)		
Debt securities				
Unrealized losses	(1,649)	(5,106)	(1,634)	(8,389)
Carrying amounts	84,785	79,207	16,397	180,389
Unrealized losses as a percentage of carrying amounts	1.95%	6.45%	9.96%	4.65%
Equity securities				
Unrealized losses	(776)	(4)		(780)
Carrying amounts	13,350	104		13,454
Unrealized losses as a percentage of carrying amounts	5.81%	3.63%		5.80%
Total				
Total unrealized losses	(2,425)	(5,110)	(1,634)	(9,169)
Total carrying amounts	98,135	79,311	16,397	193,843
Unrealized losses as a percentage of carrying amounts	2.47%	6.44%	9.96%	4.73%

Financial assets other than those accounted for as at fair value through profit or loss 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 include the following:

The market price of the equity securities was more than 50% below its cost at the balance sheet date;

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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) and impairment 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, 2011, our total investment assets were RMB 1,494,969 million (US$237,527 million) and the investment yield for the year ended December 31, 2011 was 3.51%. The investment yield primarily reflected the increase in the interest income and the increase in impairment losses of equity securities resulting from the continued weakness of the Chinese capital markets. In response to this market weakness, we have made adjustments to the investment portfolio by decreasing the proportion of investments in equity securities and increasing the proportion of fixed-income assets. As of December 31, 2010, our total investment assets were RMB 1,336,245 million and the investment yield for the year ended December 31, 2010 was 5.11%. The investment yield primarily reflected the volatility of the stock markets and unfavorable debt securities markets. We have made relevant adjustments to the investment portfolio by increasing the proportion of investments in fixed-income assets, including negotiated deposits, corporate bonds, and subordinated bonds and adjusting the proportion of equity investments according to market conditions. As of December 31, 2009, our total investment assets were RMB 1,172,145 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 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.

For 2009, 2010 and 2011, 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.

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, 2009, 2010 and 2011 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 December 31,				Annual growth rate (2009-2011)
	2009 RMB	**2010 RMB**	**2011 RMB**	**2011 US$**	
Individual life insurance business[1]					
Whole life and term life insurance:					
Gross written premiums	38,665	39,747	40,233	6,392	2.0%
Endowment:					
Gross written premiums	184,841	220,505	221,925	35,260	9.6%
Annuities:					
Gross written premiums	38,209	42,529	39,854	6,332	2.1%
Group life insurance business[1]					
Whole life and term life insurance:					
Gross written premiums	172	452	418	66	55.9%
Annuities:					
Gross written premiums	18	21	20	3	5.4%

Short-term insurance business[(2)]					
Accident gross written insurance premiums	7,076	7,657	8,766	1,393	11.3%
Health gross written insurance premiums	6,989	7,318	7,036	1,118	0.3%

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

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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**.**

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 customers and 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 .

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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 during restructuring process. 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.

We use the discounted cash flow method to estimate the liabilities for long-term insurance contracts. The reserve of long-term insurance contracts consists of a reasonable estimate of liability, a risk margin and a residual margin. The long-term insurance contracts liabilities are calculated using various assumptions, including assumptions on mortality rates, morbidity rates, lapse rates, discount rates and expenses assumptions, and based on the following principles:

The reasonable estimate of liability for long-term insurance contracts is the present value of reasonable estimates of future cash outflows less future cash inflows. The expected future cash inflows include cash inflows of future premiums arising from the undertaking of insurance obligations, with consideration of decrement mostly from death and surrenders. 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.

(ii) Additional non-guaranteed benefits, such as policyholder dividends.

(iii) Reasonable expenses incurred to manage insurance contracts or to process claims, including maintenance expenses and claim settlement expenses. Future administration expenses are included in the maintenance expense. Expenses are determined based on expense analysis with consideration of estimate of future inflation and the likely impact of our cost management.

On each reporting date, we review the assumptions for reasonable estimates of liability and risk margins, with consideration of all available information, and taking into account our historical experience and expectation of future events. Changes in assumptions are recognized in net profit. Assumptions for residual margin are locked in at policy issuance and are not adjusted at each reporting date. We consider the potential impact of future risk factors on our operating results and incorporates such potential impact in the determination of assumptions. The sensitivity analysis disclosed in the Note 4.1.3 on page F-29 of this annual report provides a detailed analysis of impact of assumption changes on our operating results.

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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 consists of a risk margin and a 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 so that not to recognize any 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 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 ranged from 4.40% to 5.00% as at December 31, 2009, ranged from 4.58% to 5.00% as at December 31, 2010 and ranged from 4.50% to 5.00% as at December 31, 2011.

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 ranged from 2.69% to 5.32% as at December 31, 2009, ranged from 2.61% to 5.66% as at December 31, 2010 and ranged from 2.65% to 5.66% as at December 31, 2011.

The discount rate assumption is affected by certain factors, such as future macro-economy, fiscal policies, capital market results and availability of investment channels 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.

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

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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 reserving of 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 is based on expected unit costs with the consideration of risk margin. Our expense assumption is effected by actual experience and certain factors, such as inflation, market competition and other factors based on the information obtained at the end of each reporting period. Components of expense assumptions include cost per policy and percentage of premium. We have estimated the percentage of premiums costs to be 1.05% to 1.17% of premiums for individual life products and 1.01% for group life products for as at December 31, 2009; 0.90% to 1.00% of premiums for individual life products and 0.86% for group life products for as at December 31, 2010 and 0.85% to 0.90% of premiums for individual life products and 0.90% for group life products for as at December 31, 2011, in each case plus a fixed per-policy expense.

The lapse rates and other assumptions are affected by certain factors, such as future marco-economic trends, availability of financial substitutions, market competition and other factors, which bring uncertainty to lapse rates 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.

We adopted consistent 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 follow the existing reserves calculation methodology as allowed under IFRS 4 for insurance contracts, and the non-insurance components are accounted for as investment contracts, which are recognized in the investment contracts.

Investment Contracts

Revenue from investment contracts with or without discretionary participating features is recognized as policy fee income, which consists of various fee income including, among others, policy fees, handling fees and management fees, during the period. Policy fee income net of 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 with or without discretionary participating features 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 securities at fair value through profit or loss. Debt securities and equity securities other than those classified as held-to-maturity or securities at fair value through profit or loss are classified as available-for-sale securities. We regularly review the carrying value of our investments. If there is objective evidence of impairment, the carrying value is reduced through a charge to income statement. The following are the policies used:

Securities at fair value through profit or loss. This category has two sub-categories: securities held for trading and those designated at fair value through profit or loss at inception. Securities are classified as held for trading at inception if acquired principally for the purpose of selling in the short-term or if they form part of a portfolio of financial assets in which there is evidence of short term profit-taking. Other financial assets are classified as at fair value through profit or loss if they meet certain criteria and designated as such at inception by us.

Held-to-maturity securities. Held-to-maturity securities are non-derivative financial assets with fixed or determinable payments and fixed maturities that we have the positive intention and ability to hold to maturity and do not meet the definition of loans and receivables nor designated as available-for-sale securities or securities at fair value through profit or loss.

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.

Securities other than those accounted for as at fair value through profit or loss 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) and impairment 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 through the net profit.

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As of December 31, 2011, debt securities of RMB 113,916 million contain guarantees issued by third parties and, of those, 62.7% 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, 66.8% 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 or 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, loans and securities purchased or sold under agreements to resell or repurchase. The carrying amounts of these assets in the statement of financial position approximate fair values.

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, 2011, we did not consider it necessary to adjust the prices obtained from our pricing service.

As at December 31, 2011, RMB 368,091 million of RMB 368,161 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, mainly 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 fee income (including policy fees, handling fees, management fees) over the period during which service is provided. Excess fee income 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

The following revised standards are mandatory for the first time for the financial year beginning January 1, 2011.

International Accounting Standard (IAS) 24 (Revised) Related Party Disclosures clarifies and simplifies the definition of a related party, provides a partial exemption from the disclosure requirements for transactions with government-related entities, and requires for additional disclosure such as commitments with related parties. We have adopted the partial exemption regarding disclosure requirements for transactions with government-related entities in the consolidated financial statements for the year ended 31 December 2009. Full adoption of IAS 24 (Revised) effective from 1 January 2011 has resulted in revised scope of related parties and additional disclosures for commitments with related parties.

The standards, amendments and interpretations effective in 2011 as noted below are relevant to us but had no material impact on our consolidated annual financial statements.

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IAS 1 Amendment	Presentation of Financial Statements: Clarification of Statement of Changes in Equity
IAS 21, IAS 28 and IAS 31 Amendment	Transition Requirements for Amendments Arising as a Result of IAS 27
IAS 34 Amendment	Interim Financial Reporting: Significant Events and Transactions
IFRS 3 Amendment	Business Combinations: Contingent Consideration, Measurement of Non-controlling Interest and Share-based Payment
The International Financial Reporting Interpretations Committee (IFRIC) 13 Amendment	Customer Loyalty Programmes: Fair Value of Award Credits
IFRIC 14 Amendment	Prepayments of a Minimum Funding Requirement
IFRIC 19	Extinguishing Financial Liabilities with Equity Instruments

Inflation

According to the China Statistical Bureau, China s overall national inflation rates, as represented by the general consumer price index, were approximately 5.4%, 3.3%, (0.7%), 5.9% and 4.8% in 2011, 2010, 2009, 2008 and 2007, respectively. Inflation has not had a significant effect on our business during the past two years.

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, 2011 Compared with Year Ended December 31, 2010

Total Revenues	**For the year ended December 31,**	
	2010	**2011**
	RMB	**RMB**
	(in millions)	
Net premiums earned	318,088	318,276
Individual life insurance business	302,753	301,986
Group life insurance business	468	434
Short-term insurance business	14,867	15,856
Investment income	48,872	60,722
Investment income from securities at fair value through profit or loss	126	486
Investment income from available-for-sale securities	20,173	21,811
Investment income from held-to-maturity securities	10,538	10,691
Investment income from bank deposits	16,363	24,978
Investment income from loans	1,583	2,658
Other investment income	89	98
Net realized gains/(losses) and impairment on financial assets	15,841	(11,208)
Net fair value gains/(losses) through profit or loss	280	337
Other income	2,757	2,772
Total	**385,838**	**370,899**

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Net Premiums Earned

Net premiums earned increased by RMB 188 million, or 0.06%, to RMB 318,276 million in 2011 from RMB 318,088 million in 2010.

Individual Life Insurance Business

Net premiums earned from the individual life insurance business decreased by RMB 767 million, or 0.3%, to RMB 301,986 million in 2011 from RMB 302,753 million in 2010. Our individual life insurance products are mainly distributed through exclusive individual agent channel and bancassurance channel. Although sales through the exclusive agent channel increased, sales through bancassurance business were affected by the adjustment of regulatory policies, which prohibited sales by insurance company sales representatives at commercial banks and banking operations of post offices, which resulted in a decrease in first-year premiums and in net premiums earned from individual life insurance business. First-year regular premiums decreased by RMB 4,053 million, or 7.8%. Renewal premiums increased by RMB 26,753 million, or 20.9%.

Group Life Insurance Business

Net premiums earned from the group life insurance business decreased by RMB 34 million, or 7.3%, to RMB 434 million in 2011 from RMB 468 million in 2010. This was primarily due to the adjustment of our operation strategies with respect to group life insurance business, pursuant to which we reduced our sales of group whole life insurance products.

Short-term Insurance Business

Net premiums earned from short-term insurance business increased by RMB 989 million, or 6.7%, to RMB 15,856 million in 2011 from RMB 14,867 million in 2010. This was primarily due to our increased efforts for the development of our accident insurance business by the implementation of policies on business performance evaluation and costs.

Investment Income

Investment income increased by RMB 11,850 million, or 24.2%, to RMB 60,722 million in 2011 from RMB 48,872 million in 2010.

Investment Income from Securities at Fair Value through Profit or Loss

Investment income from securities at fair value through profit or loss increased by RMB 360 million, or 285.7%, to RMB 486 million in 2011 from RMB 126 million in 2010. This was primarily due to an increase in interest income from debt securities at fair value through profit or loss resulting from the combined effects of the increased volume of these investments and an increase in interest rates.

Investment Income from Available-for-Sale Securities

Investment income from available-for-sale securities increased by RMB 1,638 million, or 8.1%, to RMB 21,811 million in 2011 from RMB 20,173 million in 2010. This was primarily due to an increase in interest income from available-for-sale debt securities.

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Investment Income from Held-to-Maturity Securities

Investment income from held-to-maturity securities increased by RMB 153 million, or 1.5%, to RMB 10,691 million in 2011 from RMB 10,538 million in 2010. This was primarily due to the increased volume of our investments in held-to-maturity securities and an increase in interest rates.

Investment Income from Bank Deposits

Investment income from bank deposits increased by RMB 8,615 million, or 52.6%, to RMB 24,978 million in 2011 from RMB 16,363 million in 2010. This was primarily due to the increased volume of deposits attributable to our increased allocation in deposits and an increase in interest rates on deposits.

Investment Income from Loans

Investment income from loans increased by RMB 1,075 million, or 67.9%, to RMB 2,658 million in 2011 from RMB 1,583 million in 2010. This was primarily due to the increased volume of policy loans and debt investment plans, as well as an increase in interest rates.

Net Realized Gains/(Losses) and Impairment on Financial Assets

Net realized gains/(losses) and impairment on financial assets decreased by RMB 27,049 million to losses of RMB 11,208 million in 2011 from gains of RMB 15,841 million in 2010. This was primarily due to an increase in impairment losses of available-for-sale securities resulting from the continued weakness of the Chinese capital markets.

Net Fair Value Gains/(Losses) through Profit or Loss

Our net fair value gains/(losses) through profit or loss increased by RMB 57 million, or 20.4%, to RMB 337 million in 2011 from RMB 280 million in 2010. This was primarily due to an increase in income from the buy-sale price differential in the trading of funds at fair value through profit or loss.

Other Income

Other income increased by RMB 15 million, or 0.5%, to RMB 2,772 million in 2011 from RMB 2,757 million in 2010. This was primarily due to an increase in commission fees earned from CLPCIC.

Benefits, Claims and Expenses	**For the year ended December 31,**	
	2010	**2011**
	RMB	**RMB**
	(in millions)	
Insurance benefits and claims		
Life insurance death and other benefits	71,237	101,349
Accident and health claims and claim adjustment expenses	8,740	7,789
Increase in insurance contracts liabilities	199,655	181,579
Investment contracts benefits	1,950	2,031
Policyholder dividends resulting from participation in profits	13,224	6,125
Underwriting and policy acquisition costs	27,256	27,434
Finance costs	304	873
Administrative expenses	20,285	21,549
Other operating expenses	3,351	3,275
Statutory insurance fund contribution	599	595
Total	**346,601**	**352,599**
Segment information of insurance benefits and claims		

Individual life insurance business	270,341	282,575
Group life insurance business	551	353
Short-term insurance business	8,740	7,789
Total	**279,632**	**290,717**

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Insurance Benefits and Claims

Insurance benefits and claims, net of amounts ceded through reinsurance, increased by RMB 12,234 million, or 4.5%, to RMB 282,575 million in 2011 from RMB 270,341 million in 2010.

Life insurance death and other benefits payouts increased by RMB 30,112 million, or 42.3%, to RMB 101,349 million in 2011 from RMB 71,237 million in 2010. This was primarily due to an increase in maturity payouts. Maturity payouts increased by RMB 18,480 million, or 50.7%, compared with that in 2010. Accident and health claims and claim adjustment expenses decreased by RMB 951 million, or 10.9%, to RMB 7,789 million in 2011 from RMB 8,740 million in 2010. This was primarily due to improvements in the business structure of short-term insurance and enhanced business quality control. Increase in insurance contracts liabilities decreased by RMB 18,076 million, or 9.1%, to RMB 181,579 million in 2011 from RMB 199,655 million in 2010. This was primarily due to a RMB 804 million decrease in premium income from insurance contracts and a RMB 36,030 million increase in the release of liabilities. The release of liabilities mainly consists of release of reserves due to payments for maturity, death and lapse.

Individual Life Insurance Business

Insurance benefits and claims attributable to individual life insurance business increased by RMB 12,234 million, or 4.5%, to RMB 282,575 million in 2011 from RMB 270,341 million in 2010. This was primarily due to an increase in benefits payments and a decrease in insurance contracts liabilities.

Group Life Insurance Business

Insurance benefits and claims attributable to group life insurance business decreased by RMB 198 million, or 35.9%, to RMB 353 million in 2011 from RMB 551 million in 2010. This was primarily due to a decrease in increase in insurance contracts liabilities .

Short-term Insurance Business

Insurance benefits and claims attributable to the short-term insurance business decreased by RMB 951 million, or 10.9%, to RMB 7,789 million in 2011 from RMB 8,740 million in 2010. This was primarily due to the optimization of short-term insurance business structure and the enhancement of business quality control.

Investment Contract Benefits

Investment contract benefits increased by RMB 81 million, or 4.2%, to RMB 2,031 million in 2011 from RMB 1,950 million in 2010. This was primarily due to an increase in interest payments.

Policyholder Dividends Resulting from Participation in Profits

Policyholder dividends resulting from participation in profits decreased by RMB 7,099 million, or 53.7%, to RMB 6,125 million in 2011 from RMB 13,224 million in 2010. This was primarily due to a decrease in investment yields for participating products.

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Underwriting and Policy Acquisition Costs

Underwriting and policy acquisition costs increased by RMB 178 million, or 0.7%, to RMB 27,434 million in 2011 from RMB 27,256 million in 2010. This increase was generally in proportion to the growth of our business and was also affected by the adjustment of our business structure.

Finance Costs

Finance costs increased by 187.2% from 2010. This was primarily due to an increase in interest payments for securities sold under agreements to repurchase and for subordinated term debt issued by us.

Administrative Expenses

Administrative expenses include employees   remuneration and other administrative expenses. Administrative expenses increased by RMB 1,264 million, or 6.2%, to RMB 21,549 million in 2011 from RMB 20,285 million in 2010. This was primarily due to an increase in operation and management costs resulting from certain factors including inflation, increasing market competition and rising labor costs.

Other Operating Expenses

Other operating expenses, which primarily consist of foreign exchange losses and expenses for non-core business, decreased by RMB 76 million, or 2.3%, to RMB 3,275 million in 2011 from RMB 3,351 million in 2010. This was primarily due to a decrease in business tax and surcharges expenses.

Profit	**For the year ended December 31,**	
	2010	**2011**
	RMB	**RMB**
	(in millions)	
Profit before income tax	41,008	20,513
Individual life insurance business	37,690	17,967
Group life insurance business	740	57
Short-term insurance business	385	502
Other business	2,193	1,987
Income tax	7,197	2,022
Net profit attributable to equity holders of the company	33,626	18,331

Profit before Income Tax

Our profit before income tax decreased by RMB 20,495 million, or 50.0%, to RMB 20,513 million in 2011 from RMB 41,008 million in 2010.

Individual Life Insurance Business

Profit before income tax in the individual life insurance business decreased by RMB 19,723 million, or 52.3%, to RMB 17,697 million in 2011 from RMB 37,690 million in 2010. This was primarily due to the impact on individual life insurance segment caused by the decrease in investment income and the increase in impairment losses resulting from the continued weakness of the Chinese capital markets.

Group Life Insurance Business

Profit before income tax in the group life insurance business decreased by RMB 683 million, or 92.3%, to RMB 57 million in 2011 from RMB 740 million in 2010. This was primarily due to the impact on group life insurance segment caused by the decrease in investment income and increase in impairment losses resulting from the continued weakness of the Chinese capital markets.

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Short-term Insurance Business

Profit before income tax in short-term insurance business increased by RMB 117 million, or 30.4%, to RMB 502 million in 2011 from RMB 385 million in 2010. This was primarily due to the optimization of short-term insurance business structure and a decrease in claims payments.

Income Tax

We pay income tax according to applicable Chinese enterprise income tax regulations and rules. Income tax decreased by RMB 5,175 million, or 71.9%, to RMB 2,022 million in 2011 from RMB 7,197 million in 2010. This was primarily due to a decrease in taxable income and the impact of deferred tax. Our effective tax rate for 2011 was 9.86%.

Net Profit Attributable to Equity Holders of the Company

For the reasons set forth above, net profit attributable to equity holders of the Company decreased by RMB 15,295 million, or 45.5%, to RMB 18,331 million in 2011 from RMB 33,626 million in 2010. This was primarily due to a decrease in realized gains on equity securities and an increase in impairment losses resulting from the continued weakness of the Chinese capital markets.

Major Assets	**As of December 31,**	
	2010	**2011**
	RMB	**RMB**
	(in millions)	
Investment assets	1,336,245	1,494,969
Term deposits	441,585	520,793
Held-to-maturity securities	246,227	261,933
Available-for-sale securities	548,121	562,948
Securities at fair value through profit or loss	9,762	23,683
Securities purchased under agreements to resell		2,370
Cash and cash equivalents	47,854	55,985
Loans	36,543	61,104
Statutory deposits-restricted	6,153	6,153
Other assets	74,334	88,938
Total	**1,410,579**	**1,583,907**

Investment Assets

Our total investment assets increased by RMB 158,724 million, or 11.9%, to RMB 1,494,969 million in 2011 from RMB 1,336,245 million in 2010.

Term Deposits

Term deposits increased by RMB 79,208 million, or 17.9%, to RMB 520,793 million in 2011 from RMB 441,585 million in 2010. This was primarily due to our increased efforts for investment in negotiated deposits by taking advantage of market opportunities of deposits offering high interest rates.

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Held-to-Maturity Securities

Held-to-maturity securities increased by RMB 15,706 million, or 6.4%, to RMB 261,933 million in 2011 from RMB 246,227 million in 2010. This was primarily due to an increase in the volume of investment assets.

Available-for-Sale Securities

Available-for-sale assets increased by RMB 14,827 million, or 2.7%, to RMB 562,948 million in 2011 from RMB 548,121 million in 2010. This was primarily due to an increase in the volume of available-for-sale debt securities, which was partially offset by the decrease in fair value of equity securities.

Securities at Fair Value Through Profit or Loss

Securities at fair value through profit or loss increased by RMB 13,921 million, or 142.6%, to RMB 23,683 million in 2011 from RMB 9,762 million in 2010. This was primarily due to the increased volume of debt securities at fair value through profit or loss.

Cash and Cash Equivalents

Cash and cash equivalents increased by RMB 8,131 million, or 17.0%, to RMB 55,985 million in 2011 from RMB 47,854 million in 2010. This was primarily due to the needs for investment assets allocation and liquidity management.

Loans

Loans increased by RMB 24,561 million, or 67.2%, to RMB 61,104 million in 2011 from RMB 36,543 million in 2010. This was primarily due to an increase in the demand for policy loans, as well as our increased efforts for investment in debt investment plans by taking advantage of market opportunities of investments offering high interest rates.

Major Liabilities	**As of December 31,**	
	2010	**2011**
	RMB	**RMB**
	(in millions)	
Liabilities		
Insurance contracts	1,018,135	1,199,373
Investment contracts	70,171	69,797
Securities sold under agreements to repurchase	23,065	13,000
Policyholder dividends payable	52,828	46,368
Annuity and other insurance balances payable	8,275	11,954
Bonds payable		29,990
Deferred tax liabilities	11,776	1,454
Other liabilities	15,854	18,583
Total	**1,200,104**	**1,390,519**

Liabilities

Our total liabilities increased by RMB 190,415 million, or 15.9%, to RMB 1,390,519 million in 2011 from RMB 1,200,104 million in 2010.

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Liabilities of Insurance Contracts

Liabilities of insurance contracts increased by RMB 181,238 million, or 17.8%, to RMB 1,199,373 million in 2011 from RMB 1,018,135 million in 2010. This was primarily due to new insurance business and the accumulation of insurance liabilities. As at the balance sheet date, our reserves for insurance contracts passed applicable liability adequacy tests.

Investment Contracts

Account balance of investment contracts decreased by RMB 374 million, or 0.5%, to RMB 69,797 million in 2011 from RMB 70,171 million in 2010. This was primarily due to a decrease in the account volume of universal insurance products.

Securities Sold under Agreements to Repurchase

Securities sold under agreements to repurchase decreased by RMB 10,065 million, or 43.6%, to RMB 13,000 million in 2011 from RMB 23,065 million in 2010. This was primarily due to the needs for liquidity management.

Policyholder Dividends Payable

Policyholder dividends payable decreased by RMB 6,460 million, or 12.2%, to RMB 46,368 million in 2011 from RMB 52,828 million in 2010. This was primarily due to a decrease in investment yields for participating products.

Annuity and Other Insurance Balances Payable

Annuity and other insurance balances payable increased by RMB 3,679 million, or 44.5%, to RMB 11,954 million in 2011 from RMB 8,275 million in 2010. This was primarily due to an increase in maturity benefits payable.

Bonds Payable

The change in the amount of bonds payable was primarily due to the issuance of subordinated term debt by us in 2011.

Deferred Tax Liabilities

Deferred tax liabilities decreased by RMB 10,322 million, or 87.7%, to RMB 1,454 million in 2011 from 11,776 million in 2010. This was primarily due to a decrease in the fair value of available-for-sale securities.

Equity Attributable to Equity Holders of the Company

As of December 31, 2011, equity attributable to equity holders of the Company was RMB 191,530 million and decreased by RMB 17,180 million, or 8.2%, from RMB 208,710 million as of December 31, 2010. This was primarily due to a decrease in the fair value of available-for-sale securities resulting from the continued weakness of the Chinese capital markets, and the distribution of dividends to equity holders last year.

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Year Ended December 31, 2010 Compared with Year Ended December 31, 2009

Total Revenues	For the year ended December 31, 2009 RMB	2010 RMB
	(in millions)	
Net premiums earned	275,077	318,088
Individual life insurance business	261,694	302,753
Group life insurance business	189	468
Short-term insurance business	13,194	14,867
Investment income	38,890	48,872
Investment income from securities at fair value through profit or loss	335	126
Investment income from available-for-sale securities	16,688	20,173
Investment income from held-to-maturity securities	9,882	10,538
Investment income from bank deposits	10,805	16,363
Investment income from loans	1,172	1,583
Other investment income	8	89
Net realized gains/(losses) and impairment on financial assets	21,244	15,841
Net fair value gains/(losses) through profit or loss	1,449	280
Other income	2,630	2,757
Total	**339,290**	**385,838**

Net Premiums Earned

Net premiums earned increased by RMB 43,011 million, or 15.6%, to RMB 318,088 million in 2010 from RMB 275,077 million in 2009.

Individual Life Insurance Business

Net premiums earned from the individual life insurance business increased by RMB 41,059 million, or 15.7%, to RMB 302,753 million in 2010 from RMB 261,694 million in 2009. This was primarily due to the increase in first-year regular premiums and renewal premiums. The first-year regular premiums increased by RMB 12,447 million, or 31.3%. The renewal premiums increased by RMB 22,548 million, or 21.4%.

Group Life Insurance Business

Net premiums earned from the group life insurance business increased by RMB 279 million, or 147.6%, to RMB 468 million in 2010 from RMB 189 million in 2009. This was primarily due to a considerable increase in premiums from group term life insurance products and whole life insurance products.

Short-term Insurance Business

Net premiums earned from short-term insurance business increased by RMB 1,673 million, or 12.7%, to RMB 14,867 million in 2010 from RMB 13,194 million in 2009. This was primarily due to our increased efforts on the development of short-term accident insurance business.

Investment Income

Investment income increased by RMB 9,982 million, or 25.7%, to RMB 48,872 million in 2010 from RMB 38,890 million in 2009.

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Investment Income from Securities at Fair Value through Profit or Loss

Investment income from securities at fair value through profit or loss decreased by RMB 209 million, or 62.4%, to RMB 126 million in 2010 from RMB 335 million in 2009. This was primarily due to a decrease in interest income from debt securities at fair value through profit or loss.

Investment Income from Available-for-Sale Securities

Investment income from available-for-sale securities increased by RMB 3,485 million, or 20.9%, to RMB 20,173 million in 2010 from RMB 16,688 million in 2009. This was primarily due to an increase in dividends from available-for-sale securities investment funds and an increase in interests income from available-for-sale debt securities.

Investment Income from Held-to-Maturity Securities

Investment income from held-to-maturity securities increased by RMB 656 million, or 6.6%, to RMB 10,538 million in 2010 from RMB 9,882 million in 2009. This was primarily due to the increased volume of our investment in debt securities.

Investment Income from Bank Deposits

Investment income from bank deposits increased by RMB 5,558 million, or 51.4%, to RMB 16,363 million in 2010 from RMB 10,805 million in 2009. This was primarily due to the increased volume of deposits and an increase in the floating interest rates of deposits.

Investment Income from Loans

Investment income from loans increased by RMB 411 million, or 35.1%, to RMB 1,583 million in 2010 from RMB 1,172 million in 2009. This was primarily due to the increased volume of policy loans business.

Net Realized Gains/(Losses) and Impairment on Financial Assets

Net realized gains/(losses) and impairment on financial assets decreased by RMB 5,403 million, or 25.4% to RMB 15,841 million in 2010 from RMB 21,244 million in 2009. This was primarily due to a decrease in income from the purchases and sales of available-for-sale debt securities and stocks resulting from the volatility of the capital markets.

Net Fair Value Gains/(Losses) Through Profit or Loss

Our net fair value gains/(losses) through profit or loss decreased by RMB 1,169 million, or 80.7%, to RMB 279 million in 2010 from RMB 1,449 million in 2009. This was primarily due to a decrease in unrealized profits from stocks and funds at fair value through income resulting from the volatility of the capital markets.

Other Income

Other income increased by RMB 127 million, or 4.8%, to RMB 2,757 million in 2010 from RMB 2,630 million in 2009. This was primarily due to an increase in income from asset management fees of the AMC.

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Benefits, Claims and Expenses	For the year ended December 31, 2009 RMB	2010 RMB
	(in millions)	
Insurance benefits and claims		
Life insurance death and other benefits	74,858	71,237
Accident and health claims and claim adjustment expenses	7,808	8,740
Increase in insurance contracts liabilities	154,372	199,655
Investment contracts benefits	2,142	1,950
Policyholder dividends resulting from participation in profits	14,487	13,224
Underwriting and policy acquisition costs	22,936	27,256
Administrative expenses	18,719	20,285
Other operating expenses	2,390	3,655
Statutory insurance fund contribution	537	599
Total	**298,249**	**346,601**
Segment information of insurance benefits and claims		
Individual life insurance business	228,968	270,341
Group life insurance business	262	551
Short-term insurance business	7,808	8,740
Total	**237,038**	**279,632**

Insurance Benefits and Claims

Insurance benefits and claims, net of amounts ceded through reinsurance, increased by RMB 41,373 million, or 18.1%, to RMB 270,341 million in 2010 from RMB 228,968 million in 2009.

Life insurance death and other benefits payouts decreased by RMB 3,621 million, or 4.8%, to RMB 71,237 million in 2010 from RMB 74,858 million in 2009. This was primarily due to a decrease in maturity payouts. Maturity payouts decreased by RMB 6,939 million, or 14.8%, compared with that in 2009. Accident and health claims and claim adjustment expenses increased by RMB 932 million, or 11.9%, to RMB 8,740 million in 2010 from RMB 7,808 million in 2009. This was primarily due to an increase in business volume and the accumulation of insurance liabilities. Increase in insurance contracts liabilities increased by RMB 45,283 million, or 29.3%, to RMB 199,655 million in 2010 from RMB 154,372 million in 2009. This was primarily due to a RMB 41,349 million increase in premium income from insurance contracts and an increase in interests accredited to insurance contract liabilities, but offset in part by a RMB 10,687 million increase in the release of liabilities. The release of liabilities mainly consists of payments for death or other termination and related expenses, release of residual margin and change of reserves for claims and claim adjustment expenses). In addition, increase in insurance contract liabilities increased by RMB 1,703 million from 2009 due to changes in assumptions. Risk margin is recalculated based on updated assumptions at the reporting date, with the resulting changes being recognized in the income statement.

Individual Life Insurance Business

Insurance benefits and claims attributable to individual life insurance business increased by RMB 41,373 million, or 18.1%, to RMB 270,341 million in 2010 from RMB 228,968 million in 2009. This was primarily due to an increase in business volume and the accumulation of insurance liabilities.

Group Life Insurance Business

Insurance benefits and claims attributable to group life insurance business increased by RMB 289 million, or 110.3%, to RMB 551 million in 2010 from RMB 262 million in 2009. This was primarily due to an increase in claims payments resulting from an increase in the volume of one-year term insurance products.

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Short-term Insurance Business

Insurance benefits and claims attributable to the short-term insurance business increased by RMB 932 million, or 11.9%, to RMB 8,740 million in 2010 from RMB 7,808 million in 2009. This was primarily due to an increase in business volume.

Investment Contract Benefits

Investment contract benefits decreased by RMB 192 million, or 9.0%, to RMB 1,950 million in 2010 from RMB 2,142 million in 2009. This was primarily due to a decrease in investment yield resulting from the volatility of the capital market.

Policyholder Dividends Resulting from Participation in Profits

Policyholder dividends resulting from participation in profits decreased by RMB 1,263 million, or 8.7%, to RMB 13,224 million in 2010 from RMB 14,487 million in 2009. This was primarily due to a decrease in investment yield for participating products.

Underwriting and Policy Acquisition Costs

Underwriting and policy acquisition costs increased by RMB 4,320 million, or 18.8%, to RMB 27,256 million in 2010 from RMB 22,936 million in 2009. This was primarily due to business development and adjustment of business structure.

Administrative Expenses

Administrative expenses include employees remuneration and other administrative expenses. Administrative expenses increased by RMB 1,566 million, or 8.4%, to RMB 20,285 million in 2010 from RMB 18,719 million in 2009. This was primarily due to the increase in business volume.

Other Operating Expenses

Other operating expenses, which primarily consist of foreign exchange losses and expenses for non-core business, increased by RMB 1,265 million, or 52.9%, to RMB 3,655 million in 2010 from RMB 2,390 million in 2009. This was primarily due to an increase in foreign exchange losses, interest payments for accumulated dividends and interest payments for securities sold under agreements to repurchase.

Profit	**For the year ended December 31,**	
	2009	**2010**
	RMB	**RMB**
	(in millions)	
Profit before income tax	41,745	41,008
Individual life insurance business	39,769	37,690
Group life insurance business	467	740
Short-term insurance business	420	385
Other business	1,089	2,193
Income tax	8,709	7,197
Net profit attributable to equity holders of the company	32,881	33,626

Profit before Income Tax

Our profit before income tax decreased by RMB 737 million, or 1.8%, to RMB 41,008 million in 2010 from RMB 41,745 million in 2009.

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Individual Life Insurance Business

Profit before income tax in the individual life insurance business decreased by RMB 2,079 million, or 5.2%, to RMB 37,690 million in 2010 from RMB 39,769 million in 2009. This was primarily due to an increase in underwriting cost.

Group Life Insurance Business

Profit before income tax in the group life insurance business increased by RMB 273 million, or 58.5%, to RMB 740 million in 2010 from RMB 467 million in 2009. This was primarily due to a favorable adjustment of group insurance business structure.

Short-term Insurance Business

Profit before income tax in short-term insurance business decreased by RMB 35 million, or 8.3%, from RMB 385 million in 2010 from RMB 420 million in 2009. This was primarily due to increased market competition and an increase in claims payments.

Income Tax

We pay income tax according to applicable Chinese enterprise income tax regulations and rules. Income tax decreased by RMB 1,512 million, or 17.4%, to RMB 7,197 million in 2010 from RMB 8,709 million in 2009. This was primarily due to an increase in non-taxable income. Our effective tax rate for 2010 was 17.55%.

Net Profit Attributable to Equity Holders of the Company

For the reasons set forth above, net profit attributable to equity holders of the Company increased by RMB 745 million, or 2.3%, to RMB 33,626 million in 2010 from RMB 32,881 million in 2009. This was primarily due to our steady business development, optimization of our business structure and appropriate allocation of our investment assets.

Major Assets	**As of December 31,**	
	2009	**2010**
	RMB	**RMB**
	(in millions)	
Investment assets	1,172,145	1,336,245
Term deposits	344,983	441,585
Held-to-maturity securities	235,099	246,227
Available-for-sale securities	517,499	548,121
Securities at fair value through profit or loss	9,133	9,762
Cash and cash equivalents	36,197	47,854
Loans	23,081	36,543
Statutory deposits-restricted	6,153	6,153
Other assets	54,112	74,334
Total	**1,226,257**	**1,410,579**

Investment Assets

Our total investment assets increased by RMB 164,100 million, or 14.0%, to RMB 1,336,245 million in 2010 from RMB 1,172,145 million in 2009.

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Term Deposits

Term deposits increased by RMB 96,602 million, or 28.0%, to RMB 441,585 million in 2010 from RMB 344,983 million in 2009. This 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 11,128 million, or 4.7%, to RMB 246,227 million in 2010 from RMB 235,099 million in 2009. This was primarily due to an increase in the volume of held-to-maturity debt securities.

Available-for-Sale Securities

Available-for-sale assets increased by RMB 30,622 million, or 5.9%, to RMB 548,121 million in 2010 from RMB 517,499 million in 2009. This was primarily due to an increase in the volume of available-for-sale funds and debt securities.

Securities at Fair Value Through Profit or Loss

Securities at fair value through profit or loss increased by RMB 629 million, or 6.9%, to RMB 9,762 million in 2010 from RMB 9,133 million in 2009. This was primarily due to the increased volume of debt securities at fair value through profit or loss.

Cash and Cash Equivalents

Cash and cash equivalents increased by RMB 11,657 million, or 32.2%, to RMB 47,854 million in 2010 from RMB 36,197 million in 2009. This was primarily due to the demand of investment assets allocation and liquidity management.

Loans

Loans increased by RMB 13,462 million, or 58.3%, to RMB 36,543 million in 2010 from RMB 23,081 million in 2009. This was primarily due to an increase in the demand of policy loans.

Major Liabilities	**As of December 31,**	
	2009	**2010**
	RMB	**RMB**
	(in millions)	
Liabilities		
Insurance contracts	818,164	1,018,135
Investment contracts	67,326	70,171
Securities sold under agreements to repurchase	33,553	23,065
Policyholder dividends payable	54,587	52,828
Annuity and other insurance balances payable	5,721	8,275
Deferred tax liabilities	16,361	11,776
Other liabilities	17,769	15,854
Total	**1,013,481**	**1,200,104**

Liabilities

Our total liabilities increased by RMB 186,623 million, or 18.4%, to RMB 1,013,481 million in 2010 from RMB 1,200,104 million in 2009.

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Liabilities of Insurance Contracts

Liabilities of insurance contracts increased by RMB 199,971 million, or 24.4%, to RMB 1,018,135 million in 2010 from RMB 818,164 million in 2009. This was primarily due to an increase in insurance business volume and the accumulation of insurance liabilities. As at the balance sheet date, our reserves for insurance contracts satisfied liability adequacy test.

Investment Contracts

Investment Contracts increased by RMB 2,845 million, or 4.2%, to RMB 70,171 million in 2010 from RMB 67,326 million in 2009. This was primarily due to an increase in business volume.

Securities Sold under Agreements to Repurchase

Securities sold under agreements to repurchase decreased by RMB 10,488 million, or 31.3%, to RMB 23,065 million in 2010 from RMB 33,553 million in 2009. This was primarily due to the liquidity management demand.

Policyholder Dividends Payable

Policyholder dividends payable decreased by RMB 1,759 million, or 3.2%, to RMB 52,828 million in 2010 from RMB 54,587 million in 2009. This was primarily due to a decrease in unrealized profit of available-for-sale securities and our payment of policy dividends.

Annuity and Other Insurance Balances Payable

Annuity and other insurance balances payable increased by RMB 2,554 million, or 44.6%, to RMB 8,275 million in 2010 from RMB 5,721 million in 2009. This was primarily due to the accumulation of insurance liabilities.

Deferred Tax Liabilities

Deferred tax liabilities decreased by RMB 4,585 million, or 28.0%, to RMB 11,776 million in 2010 from 16,361 million in 2009. This was primarily due to a decrease in unrealized profit of available-for-sale securities.

Equity Attributable to Equity Holders of the Company

As of December 31, 2010, equity attributable to equity holders of the Company was RMB 208,710 million and decreased by RMB 2,362 million, or 1.1%, from RMB 211,072 million as of December 31, 2009. This was primarily due to a decrease of the fair value of available-for-sale securities resulting from the volatility of the capital markets and distribution of dividends to equity holders last year.

B. LIQUIDITY AND CAPITAL RESOURCES

Liquidity Sources

Our principal cash inflows come from insurance premiums, deposits from investment contracts, proceeds from sales and maturity of financial assets and investment income. The primary liquidity concerns with respect to these cash inflows are the risks 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 .

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Our cash and bank deposits provide us with a source of liquidity to meet normal cash outflows. As of December 31, 2011, the amount of cash and cash equivalents was RMB 55,985 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, 2011, the amount of term deposits was RMB 520,793 million.

Our investment portfolio also provides us with a source of liquidity to meet unexpected cash outflows. As of December 31, 2011, investments in equity securities had a fair value of RMB 181,880 million and investments in debt securities had a fair value of RMB 669,136 million. The PRC securities market is still at an early stage of development, and we are subject to market liquidity risks. 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, dividends 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. Cash outflows arising from our insurance activities primarily relate to benefit payments under these insurance products, as well as payments for policy surrenders, policy withdrawals and policy loans.

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

Consolidated Cash Flows

We conduct regular tests to monitor the cash inflows and outflows under various changing circumstances and adjust accordingly the asset portfolio to ensure sufficient sources of liquidity.

Net cash inflow from operating activities was RMB 133,953 million in 2011, a decrease of RMB 44,647 million, or 25.0%, from RMB 178,600 million in 2010. This decrease was primarily due to an increase in claims payments and an increase in cash outflow from the allocation of securities at fair value through profit or loss.

Net cash outflow from investing activities was RMB 133,591 million in 2011, a decrease of RMB 2,346 million, or 1.7%, from RMB 135,937 million in 2010. This decrease was primarily due to the demand of investment management.

Net cash inflow from financing activities was RMB 7,991 million in 2011, a change of RMB 38,672 million from net cash outflow of RMB 30,681 million in 2010. This change was primarily due to the cash income from the issuance of subordinated term debt.

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$433 million, in addition to RMB 2,282 million, in Guangdong Development Bank in December 2006. We used approximately HK$ 9 billion for investments in Sino-Ocean Land Holdings Limited in 2009 and 2010.

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Our A share offering in December 2006 provided cash proceeds of approximately RMB 27,810 million. As at the end of 2011, the cash proceeds from our A share offering were used to increase our share capital.

Our issuance of subordinated term debt in October 2011 provided cash proceeds of approximately RMB 29,990 million. As at the end of 2011, cash proceeds from the issuance of subordinated term debt were used to replenish our supplementary capital and raise our solvency ratio in accordance with applicable laws and approvals by regulatory authorities.

Ratio of Assets and Liabilities

Our ratio of assets and liabilities (total liabilities divided by total assets) as at December 31, 2009, December 31, 2010 and December 31, 2011 are as follows:

	As at December 31, 2009	As at December 31, 2010	As at December 31, 2011
Ratio of assets and liabilities	82.65%	85.08%	87.79%

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, 2010 and 2011:

	As of December 31, 2009	As of December 31, 2010	As of December 31, 2011
		(RMB in millions, except percentage data)	
Actual capital	147,119	123,769	113,685
Minimum capital	48,459	58,385	66,826
Solvency ratio	303.59%	211.99%	170.12%

The decrease in our solvency ratio was primarily due to the continued weakness of the Chinese capital markets, an increase in the minimum capital requirement resulting from our business development and payment of dividends in 2011. We closely monitor changes in our solvency ratio.

We issued subordinated term debt of RMB 30 billion in October 2011 at a relatively low cost by taking advantage of favorable market opportunities, which effectively improved our solvency ratio. The subordinated term debt was issued to qualified investors who meet applicable regulatory requirements, with a maturity term of ten years. The coupon rate per annum for the first five years is 5.50% . We have the right to redeem at par value at the end of the fifth year. If we do not exercise the redemption right, the coupon rate per annum will be 7.50% for the second five years.

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On March 26, 2012, our board of directors approved our proposals on the issuance of subordinated term debt of no more than RMB 38 billion in the PRC and the issuance of subordinated debt financing instruments of no more than RMB 8 billion or its equivalent in other foreign currency outside of the PRC. Subordinated term debt will be issued in one or more tranche(s) to qualified investors who meet applicable regulatory requirements, with a maturity term of no less than ten years. The coupon rate per annum will be determined by reference to market interest rates. Issuance of subordinated debt financing instruments outside the PRC will be conducted in accordance with market conditions. The issuance of subordinated term debt and subordinated debt financing instruments is subject to the approval by our shareholders at the shareholders general meeting and by the CIRC and other competent Chinese or foreign regulatory authorities. Subject to approval by relevant authorities, proceeds from the issuance of subordinated term debt and subordinated debt financing instruments will be used, in whole or in part, to replenish our supplemental capital so as to raise our solvency ratio.

Contractual Obligations and Commitments

The following table sets out our contractual obligations and commitments as of December 31, 2011.

As of December 31, 2011	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
			(RMB in millions)		
Securities sold under agreements to repurchase	13,000				13,000
Annuity and other insurance balances payable	11,954				11,954
Insurance contracts	(29,343)	74,813	162,936	1,912,073	2,120,479
Investment contracts	15,652	18,800	11,909	47,107	93,468
Off balance sheet operating leases	403	401	108	29	941
Capital commitments	6,988	142	16	1	7,147
Total	18,654	94,156	174,969	1,959,210	2,246,989

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, 2011, relating to premiums received through December 31, 2011. 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, 2011 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, 2011. 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.

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Other than as set forth under capital commitments, we had no material, individually or in the aggregate, purchase obligations as of December 31, 2011.

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 Accountin 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 a decrease of RMB 3.3 billion in profit before income tax in 2011, an increase of RMB 6.4 billion in profit before income tax in 2010 and an increase of RMB 8.1 billion in profit before income tax in 2009. The sensitivity analysis of these assumptions is as follows:

holding all other variables constant, if mortality rates and morbidity rates increase or decease from current best estimates by 10%, pre-tax profit for the year would have been RMB 10,462 million or RMB 10,976 million lower or higher.

holding all other variables constant, if lapse rates increase or decease from current best estimates by 10%, pre-tax profit for the year would have been RMB 5,896 million or RMB 6,249 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 29,124 million or RMB 33,545 million higher or lower.

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

E. OFF-BALANCE SHEET ARRANGEMENTS

As of December 31, 2011, 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 .

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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
Yuan Li	49	Chairman of the board of directors and executive director
Wan Feng	53	President and executive director
Lin Dairen	53	Vice President and executive director
Liu Yingqi	53	Vice President, executive director and secretary of the board of directors
Miao Jianmin	47	Non-executive director
Shi Guoqing	60	Non-executive director
Zhuang Zuojin	60	Non-executive director
Ma Yongwei	69	Independent director
Sun Changji	69	Independent director
Bruce Douglas Moore	62	Independent director
Anthony Francis Neoh	65	Independent director
Liu Jiade	49	Vice president
Zhou Ying	58	Vice president
Su Hengxuan	49	Vice president
Miao Ping	53	Vice president
Xu Hengping	53	Chief operating officer
Li Mingguang	42	Chief actuary

Directors

Yuan Li has been our chairman since June 2011 and the president of CLIC since May 2011. He has many years of experience in banking and insurance industries and regulatory agencies. From 1998 to 2011, Mr. Yuan worked with the CIRC, as director of the policies and regulations department, director of the development and reform department, assistant to the chairman and press spokesman. From 1990 to 1998, he worked with China Ping An Insurance Company, as general manager of China Ping An Insurance (U.S.) Company Limited, general manager of the administration department and assistant manager of the property and casualty insurance department of China Ping An Insurance Company. Mr. Yuan started his career in the insurance industry since 1984 when he joined the Jilin branch of the People s Insurance Company of China. After graduation from the university in 1982, he engaged in credit work in Panshi branch of the People s Bank of China. Mr. Yuan received a doctorate degree in finance from the school of economics of Peking University as an on-job postgraduate, and received the titles of senior economist, associate research fellow and research fellow.

Wan Feng has been our president since September 2007. He is also a vice president of CLIC, a director of AMC, a director of CLPCIC, a director of China Life Pension and a director of CGB. 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 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 30 years of experience in the life insurance industry and has previously worked at our Jilin branch, Shenzhen branch, Hong Kong branch and Hong Kong Taiping Life Insurance Company. Mr. Wan, a senior economist, was awarded special allowance by the State Council. He is currently the director of China Life 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 and a director of China Insurance Guarantee Fund Committee.

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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, was awarded special allowance by the State Council. He has 30 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.

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 25 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), the director of the Insurance Association of China, the director of China Finance 40 Forum and a member of the expert panel for the planning of the PBOC s 11th Five-year Program for Development and Reform of the Financial Industry . He 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 and one of the 60 people in China Insurance Industry in the 60-year History of New China . 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 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 35 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 31 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.

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 39 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 (excluding 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 36 years of experience serving the insurance industry as an executive or a consultant.

Anthony Francis Neoh has been an independent director of our company since June 2010. Mr. Neoh currently serves as a member of the International Consultation Committee of the CSRC. Prior to that, he served as a chief advisor to the CSRC, a member of the Basic Law Committee of the Hong Kong Special Administrative Region under the Standing Committee of the National People s Congress of China and Chairman of the Hong Kong Securities and Futures Commission. From 1996 to 1998, he was the chairman of the Technical Committee of the International Organization of Securities Commissions. He was appointed as Queen s Counsel (now known as Senior Counsel) in Hong Kong in 1990. Mr. Neoh graduated from the University of London with an honours degree in Law in 1976. He is a barrister of England and Wales and admitted to the State Bar of California. In 2003, he was conferred the degree of Doctor of Laws, honoris causa by the Chinese University of Hong Kong. He was elected as Honorary Fellow of the Hong Kong Securities Institute and Academician of the International Euro-Asian Academy of Sciences in 2009. Mr. Neoh was a non-executive director of Global Digital Creations Holdings Limited from November 2002 to December 2005, and an independent non-executive director of the Link Management Limited and manager of the Link Real Estate Investment Trust, from September 2004 to March 2006. Since August 2004, he has been serving as an independent non-executive director of Bank of China Limited.

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Supervisors

The following table sets forth information regarding our current supervisors.

Name	Age	Position
Xia Zhihua	57	Chairperson of board of supervisors
Shi Xiangming	52	Supervisor
Yang Hong	45	Employee representative supervisor
Wang Xu	44	Employee representative supervisor
Tian Hui	60	Supervisor

Xia Zhihua has been the chairperson of our board of supervisors since March 2006. Ms. Xia served as the State Council s representative in the board of supervisors of major state-owned financial institutions and designated supervisor of bureau-level and assistant bureau-level grade official from July 2000 to December 2005. She was an assistant inspector of National Treasury Bureau of the Ministry of Finance in June 2000, a deputy director of National Debt and Finance Bureau of the Ministry of Finance from July 1998 to June 2000, and a deputy director of National Debt Bureau of the Ministry of Finance from July 1997 to June 1998. Ms. Xia graduated from Xiamen University, majoring in politics and economics at the department of economics, and majoring in world economics at the college of economics from February 1978 to November 1984, and received a bachelor s degree and a master degree in economics, respectively. Ms. Xia is also the executive director of China Institution of Internal Audit, and received the qualification of Certified Internal Auditor (CIA).

Shi Xiangming has been a supervisor of our company since May 2009 and 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 deputy general manager (in charge) of our research and development center. From July 2003 to January 2011, Ms. Yang served as assistant general manager, deputy general manager of our business management department and general manager of our customer service department. Ms. Yang graduated in the computer department of Jilin University with a bachelor s degree.

Wang Xu has been a supervisor of our company since May 2009 and the office director of our company since April 2009. Mr. Wang 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 vice chairman and party secretary of China Coal Technology & Engineering Group Corp, the vice president of China National Coal Association, and the deputy director of Coal Industry Committee of Technology. Mr. Tian 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.

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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 CGB 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.

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 and a director of Insurance Professional College since December 2006. 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, graduated from Wuhan University in 1998 with a bachelor s degree in insurance and finance, majored in insurance, and graduated from the school of management of University of Science and Technology of China in July 2011 with a Ph.D degree in management, majoring in management science and engineering. Mr. Su, a senior economist, has over 29 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 30 years of experience in the operation of life insurance business and the management of insurance business.

Xu Hengping has been the chief operating officer of our company since August 2010. Mr. Xu served as the general manager of our Fujian branch since April 2007. Mr. Su served as the deputy general manager of our Fujian branch since December 2002 and assistant to the general manager of our Fujian branch since September 1998. Prior to that, he held positions in Fuzhou Life Insurance Company Limited and our Longyan branch. Mr. Xu graduated from Fujian Institute of Financial Administrators in 1987, majoring in insurance, and from the Network College of Hunan University in 2004, majoring in finance. Mr. Xu also studied in the graduate school of Xiamen University, majoring in monetary banking. Mr.Xu, a senior economist, has over 32 years of experience in life insurance management.

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Li Mingguang has been our chief actuary since March 2012. Mr. Li joined our company in 1996 and subsequently served as deputy director, director, assistant to the general manager of product development department, person in charge of actuarial matters of our company and general manager of our actuarial department. Mr. Li graduated from Shanghai Jiao Tong University with a bachelor s degree in computer science in 1991, Central University of Finance and Economics with a master s degree in actuarial science in 1996 and Tsinghua University with an EMBA in 2010. He also studied in the University of Pennsylvania in the United States in 2011. Mr. Li is a fellow of the China Association of Actuaries (FCAA) and a fellow of the Institute and Faculty of Actuaries (FIA). He was the chairman of the first session of the China Actuarial Work Committee and the secretary-general of the first session of the China Association of Actuaries. He is currently the secretary-general of the China Association of Actuaries and a guest director of the board of directors of the Insurance Institute of China.

B. COMPENSATION

Compensation of Directors, Supervisors and Officers

Our directors, supervisors and executive officers receive compensation in the form of salaries, bonuses 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.

The following table sets forth the amounts of compensation paid to each of our directors and supervisors for the fiscal year ended December 31, 2011. The total compensation package for our chairman of the board of directors, executive directors and chairman of the board of supervisors for the year ended December 31, 2011 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, 2011. We will make further disclosure of the amount of the final compensation when it is determined.

Name	Salaries/Fees	Inducement Fees	Other [1] Benefits	Compensation for loss of office as director	Total
			RMB in ten thousands		
Yuan Li	22.42		9.94		32.36
Yang Chao[2]	16.01		16.17		32.18
Wan Feng	34.58		26.20		60.78
Lin Dairen	34.20		25.94		60.14
Liu Yingqi	34.20		25.94		60.14
Miao Jianmin					
Shi Guoqing					
Zhuang Zuojin					
Ma Yongwei					
Sun Changji					
Bruce Douglas Moore	32.00				32.00
Anthony Francais Neoh	30.00				30.00
Xia Zhihua	34.20		25.94		60.14
Shi Xiangming	58.98		25.02		84.00
Yang Hong	56.41		22.26		78.67
Wang Xu	56.41		24.14		80.55
Tian Hui	15.00				15.00
Total	**424.41**		**201.55**		**625.96**

(1) Include benefits-in-kind, social insurance and housing fund to be paid by the employer.

(2) Resigned as chairman and executive director on June 3, 2011.

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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 operating officer, chief actuary and chairman of the communist party disciplinary commission, for the year ended December 31, 2011. The total compensation package for our executive officers for the year ended December 31, 2011 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, 2011. We will make further disclosure of the amount of the final compensation when it is determined**.**

Name	**Total** ***RMB in ten thousands***
Liu Jiade	60.14
Zhou Ying	60.14
Su Hengxuan	60.14
Miao Ping	60.14
Xu Hengping	52.95
Li Mingguang(1)	
Hwei-Chung Shao(2)	413.55
Total	**707.06**

(1) Was appointed as our chief actuary in March 2012.

(2) Was our chief actuary before the expiration of her employment contract with us in February 2012.

The aggregate amount of compensation we paid to our five highest paid individual employees, including three supervisors and two senior management members during the year ended December 31, 2011, was approximately RMB 7.18 million (US$1.14 million). The amount of compensation we paid to our highest paid individual employee, during the year ended December 31, 2011 was approximately RMB 4.14 million (US$0.66 million).

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 objectives set forth in their employment contracts. 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 objectives, 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 2011. For other details of the stock appreciation rights which were previously granted by us, please refer to Note 28 to our consolidated financial statements included elsewhere in this annual report.

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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. 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.

Board Committees

We have established standing audit, nomination and remuneration, risk management and strategy, investment decision and budget, execution and evaluation 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 Changji and Ma Yongwei. Mr. Bruce Douglas Moore serves as the chairman.

The primary duties of the nomination and remuneration committee are to review the structure and components of our board of directors, to formulate the appointment and successors to our board of directors and senior management, 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 Anthony Francis Neoh, Zhuang Zuojin and Liu Yingqi. Mr. Anthony Francis Neoh serves as the chairman.

The primary duties of the strategy and investment decision committee are to formulate our overall development plans and investment decision-making procedures. Our strategy and investment decision committee is currently comprised of Ma Yongwei, Wan Feng, Shi Guoqing, Lin Dairen and Anthony Francis Neoh. Mr. Ma Yongwei serves as the chairman.

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In October 2011, our board approved the establishment of a new budget, execution and evaluation committee. The primary duties of the budget, execution and evaluation committee are to supervise the budget planning and formulation of our performance appraisal plans, to review and monitor the management s implementation of the budget plans and to evaluate the overall execution of the budget plans. Our budget, execution and evaluation committee is currently comprised of Yuan Li, Wan Feng, Shi Guoqing, Zhuang Zuojin, Ma Yongwei, Sun Changji and Liu Yingqi. Yuan Li serves as the chairman.

D. EMPLOYEES

As of December 31, 2009, 2010 and 2011, we had approximately 104,500, 103,220 and 100,319 employees, respectively. The following table sets forth the number of our employees by their functions as of December 31, 2009, 2010 and 2011.

	As of December 31					
	2009		2010		2011	
	Number of employees	% of total	Number of employees	% of total	Number of employees	% of total
Management and administrative staff	21,450	20.52%	19,793	19.18%	20,880	20.81%
Financial and auditing staff	7,967	7.62%	7,432	7.20%	6,874	6.85%
Sales and marketing staff(1)	26,320	25.18%	26,298	25.48%	28,480	28.39%
Underwriters, claim specialists and customer service staff	39,329	37.54%	37,670	36.49%	32,853	32.75%
Other professional and technical staff(2)	3,800	3.64%	3,837	3.72%	3,750	3.74%
Other	5,759	5.51%	8,190	7.93%	7,482	7.46%
Total	104,535	100%	103,220	100%	100,319	100%

(1) Includes direct sales representatives.
(2) Includes actuaries, product development personnel, investment management personnel and information technology specialists.

As of December 31, 2009, 2010 and 2011, we had approximately 777,000, 706,000 and 685,00 exclusive agents, respectively. The decrease in the number of our exclusive agents from 2010 to 2011 was partially due to the strengthened performance review conducted by us in 2011, as a result of which a number of exclusive agents with lower productivity level left. In addition, increasing competition for agents from other business institutions made it difficult for insurance companies including ourselves to increase the number of exclusive agents.

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.

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ITEM 7. MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS.

A. MAJOR SHAREHOLDERS

The table below sets forth information regarding the ownership of our share capital as of April 11, 2012 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 (Long position)	92.80%	68.37%
H Shares	BlackRock, Inc[1]	479,114,024 (Long position)	6.43%	1.70%
		76,428,445 (Short position)	1.02%	0.27%

Note (1): BlackRock, Inc. was interested in a total of 479,114,024 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 Asset Management Canada Limited, BlackRock Investments Canada, Inc, BlackRock Asset Management Japan Limited, BlackRock Asset Management Australia Limited, BlackRock Asset Management North Asia Limited, BlackRock (Netherlands) B.V., BlackRock International Limited., BlackRock Advisors (UK) Limited., BlackRock Asset Management Ireland Limited, BlackRock (Luxembourg) S.A., BlackRock Fund Managers Limited and BlackRock Asset Management Deutschland AG were interested in 22,869,033 H shares, 456,244,991 H shares, 295,151,320 H shares, 195,939,320 H shares, 7,299,000 H shares, 1,072,000 H shares, 642,000 H shares, 2,014,825 H shares, 104,000 H shares, 115,000 H shares, 62,870,843 H shares, 208,000 H shares, 6,068,000 H shares, 21,241,980 H shares, 54,101,058 H shares, 3,643,000 H shares, 1,181,965 H shares and 1,230,000 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 76,428,445 H shares (1.02%).

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, our depositary bank, as of December 31, 2011 and April 10, 2012, there were, respectively, 15,248,707 ADRs representing 228,730,605 H shares, with 26 registered holders, and 15,474,428 ADRs representing 232,116,420 H shares, with 80 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.

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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, a 60% equity interest in CLPCIC and a 100% equity interest in China Life Investment Holding Company Limited, or IHC. CLIC, AMC, China Life Pension, CLPCIC and IHC are therefore considered as our connected persons under the HKSE Listing Rules. On December 15, 2011, we renewed the policy management agreement with CLIC. In December 2011, the asset management agreement between us and AMC was automatically renewed and CLIC and AMC entered into a new asset management agreement. On March 8, 2012, we entered into an insurance sales framework agreement with CLPCIC. On June 24, 2011, we entered into a capital injection agreement with CLIC and CLPCIC. On May 5, 2011, our Ningbo branch and the Ningbo branch of CLPCIC entered into a property purchase agreement with Ningbo Jinghe Property Development Company Limited, or Ningbo Jinghe. Since July 2011, AMC and IHC participated in the investment and development of a parcel of state-owned land. We also continued to carry out certain other continuing related party transactions with CLIC, AMC, IHC and China Life Pension in the reporting period. These transactions constitute connected transactions for us under the HKSE Listing Rules. Details of these transactions are set forth below.

As at the date of this annual report, we own a 20% equity interest in China Guangfa Bank, or CGB, which was previously known as Guangdong Development Bank. We entered into three negotiated deposit agreements with CGB in February 2011 and December 2011, respectively. We also continued to carry out continuing related party transactions with CGB in the reporting period. These transactions are not regarded as connected transactions for us under the HKSE Listing Rules. Details of the transactions with CGB 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 30 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.

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.

Our policy management agreement with CLIC expired on December 31, 2011. On December 15, 2011, we and CLIC signed a confirmation letter to renew the policy management agreement under the same terms for a term of three years ending on December 31, 2014. The annual cap in respect of the service fees to be paid by CLIC to us under this agreement for each of the three years ending on December 31, 2014 is RMB 1,188 million.

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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 expired on December 31, 2010. On December 30, 2010, we entered into a new asset management agreement with AMC on substantially the same terms for a one-year term expiring on December 31, 2011. This agreement was automatically renewed for a successive one-year term ending on December 31, 2012 in accordance with its renewal terms because neither party had given the other party written notice to terminate the agreement. A detailed discussion of the material terms of the asset management agreement between AMC and us is set forth in Note 30 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 service fees paid by us to AMC under the asset management agreement for the year ending December 31, 2011 was RMB 692 million. 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 on December 31, 2012 is RMB 900 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 markets.

During the reporting period, CLIC engaged in continuing related party transactions with AMC under an asset management agreement between AMC and CLIC which was effective until December 31, 2011. A detailed discussion of this agreement is set forth in Note 30 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 service fees paid by CLIC to AMC under the asset management agreement for the year ending on December 31, 2011 was RMB 129 million. On December 29, 2011, CLIC and AMC entered into a new asset management agreement under substantially the same terms as the previous asset management agreement which expired on December 31, 2011. The new agreement will last for three years starting from January 1, 2012. The annual caps in respect of the service fees to be paid by CLIC to AMC under the new agreement for each of the three years ending on December 31, 2014 are RMB 300 million, RMB 310 million and RMB 320 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.

A detailed discussion of the terms of this agreement is set forth in Note 30 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, 2012, 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%.

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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.

Insurance Continuing Related Party Transactions with CLPCIC

On November 18, 2008, we entered into an insurance sales framework agreement with CLPCIC for a three-year term ending on November 17, 2011. On March 8, 2012, we entered into a new insurance sales framework agreement with CLPCIC under substantially the same terms as the previous insurance sales framework agreement. This new agreement will last for two years and will be automatically renewed for one more year after its expiration unless terminated by either party by giving to the other party a written notice within 30 days prior to its expiration. The parties recognized the rights and obligations incurred from November 18, 2011 to March 7, 2012 based on the terms and conditions of the agreement entered into in 2008. Pursuant to this new insurance sales framework agreement, CLPCIC entrusted us to act as its agent to sell certain specified insurance products within the authorized regions, and agreed to pay us service fees in consideration of the services provided. The service fee will be determined by reference to the cost incurred by us plus a marginal profit. The service fees paid to us for the year ended December 31, 2011 is RMB405 million. The annual caps in respect of the service fees to be paid by CLPCLIC to us for the three years ending December 31, 2014 are RMB660 million, RMB800 million and RMB960 million, respectively.

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.

Capital Injection to CLPCIC

On June 24, 2011, we entered into a capital injection agreement with CLIC and CLPCIC, pursuant to which we injected RMB 1.6 billion and CLIC injected RMB 2.4 billion into CLPCIC. After the capital injection, the registered capital of CLPCIC was increased from RMB 4 billion to RMB 8 billion. The proportionate shareholding between CLIC and us remained unchanged. On July 19, 2011, the capital injection was approved by the CIRC.

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Acquisition of Property by the Company and CLPCIC

On May 5, 2011, our Ningbo branch and the Ningbo branch of CLPCIC entered into a property purchase agreement with Ningbo Jinghe Property Development Company Limited, or Ningbo Jinghe, pursuant to which our Ningbo branch and the Ningbo branch of CLPCIC agreed to acquire Sanbao Century Plaza from Ningbo Jinghe at the total purchase price of RMB920,461,815. Our Ningbo branch will pay RMB774,161,535 for 31,598.43 square meters of Sanbao Century Plaza, representing 84.1% of the saleable area, and the Ningbo branch of CLPCIC will pay RMB146,300,280 for 5,971.44 square meters of Sanbao Century Plaza, representing 15.9% of the saleable area. Sanbao Century Plaza is expected to be delivered for use by September 30, 2012.

AMC s Participation in Investment and Development of Land

On July 1, 2011, AMC, IHC, Beijing Wanyang Shiji Chuangye Investment Management Limited, or Beijing Wanyang, and Beijing Vantone Real Estate Co., Ltd., or Beijing Vantone, entered into a joint bidding agreement with respect to a parcel of state-owned construction land located at the Beijing central business district of Chaoyang district. Under this agreement, a consortium was formed by the four companies to participate in the bid for the land. The parties to the consortium agreed to form a project company to implement the development and construction of the land if the bid was successful and to be jointly and severally liable for the consortium s bidding activities. After the consortium successfully won the bid, the consortium signed a state-owned construction land use right transfer agreement with Beijing Municipal Bureau of Land and Resources on August 31, 2011. The land is approximately 7,840 square meters, and the land transfer price is RMB2,656,280,000. Subsequently, the consortium formed China Life Yuantong Property Company Limited, or China Life Yuantong, as the project company and signed a supplemental agreement with Beijing Municipal Bureau of Land and Resources to change the transferee under the land transfer agreement to China Life Yuantong. China Life Yuantong has a registered capital of RMB600,000,000, with AMC, IHC, Beijing Wanyang and Beijing Vantone owning 19%, 51%, 29% and 1% of its equity interest, respectively.

Continuing Related Party Transactions with CGB

During the reporting period, we engaged in continuing related party transactions with CGB. These transactions are governed by several agreements between CGB 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 30 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 reports on Form 20-F filed with the Securities and Exchange Commission on April 28, 2009, April 29, 2010 and April 26, 2011, respectively.

The strategic cooperation agreement expired on March 19, 2012 and the individual bancassurance product cooperation agreements will expire on April 29, 2012. We are in the process of negotiating new agreements with CGB.

New Negotiated Deposit Agreements with CGB

During the reporting period, we entered into three new negotiated deposit agreements with CGB in February 2011 and December 2011, respectively. Under the two agreements entered into in February 2011, we agreed to deposit in CGB a total of RMB 2.5 billion (US$397 million) for a term of 64 months. The annual interest rate applicable to our deposits will be fixed at 5.5% per annum. Under the agreement entered into in December 2011, we agreed to deposit in CGB a total of RMB 1.5 billion (US$238 million) for a term of 61 months. The annual interest rate applicable to our deposits will be fixed at 6.15% per annum.

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Capital Injection to CGB

On March 20, 2010, our board of directors approved the capital injection of RMB 2,999 million into CGB. In July 2010, the capital injection was approved by the CIRC and China Banking Regulatory Commission, respectively. This transaction was completed in December 2010. After the capital injection, the registered capital of CGB was increased from RMB 11,979 million to RMB 15,402 million. We hold 3,080,479,452 shares in CGB, which accounted for 20% of CGB s outstanding shares. Our proportionate shareholding in CGB remained unchanged.

Compliance with HKSE Listing Rules

The policy management agreement between CLIC and us, the asset management agreement between AMC and us, the asset management agreement between CLIC and AMC and the insurance sales framework agreement between CLPCIC and us 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 15, 2011, December 30, 2010, December 29, 2011 and March 8, 2012, respectively.

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 transaction under the capital injection agreement among CLIC, CLPCIC 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 June 24, 2011.

The transaction under the property purchase agreement among our Ningbo branch, the Ningbo branch of CLPCIC and Ningbo Jinghe 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 May 6, 2011.

The series of arrangements entered into by AMC with IHC, Beijing Wanyang and Beijing Vantone in relation to the investment and development of land 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 17, 2012.

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

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Figures for the year ended December 31, 2011

The aggregate value of each of the transactions contemplated under the policy management agreement, the asset management agreements, the property leasing agreement and the insurance sales framework agreement for the year ended December 31, 2011 is set out below:

Transactions	**The aggregate value for the year ended December 31, 2011** *(RMB in millions)*
1. Policy management agreement between CLIC and us	1,112
2. Asset management agreement	
(a) between CLIC and AMC	129
(b) between AMC and us	692
3. Property leasing agreement	66
4. Insurance sales framework agreement between CLPCIC and us	405

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, the asset management agreement between CLIC and AMC and the insurance sales framework agreement between CLPCIC and us 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.

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.

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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 March 26, 2012 to propose for approval at the annual general meeting of the declaration of final dividends of RMB 0.23 per share, totaling approximately RMB 6,501 million (US$1,033 million), for the year ended December 31, 2011. The proposed dividends have not been provided in our consolidated financial statements for the year ended December 31, 2011.

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 2010 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;

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- 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 .

We 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, RMB 0.23 per share in respect of 2008, RMB 0.70 per share in respect 2009 and RMB 0.04 per share in respect of 2010. Our board of directors has recommended the declaration of final dividends of RMB 0.23 per share in respect of 2011. 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 charges since the date of the consolidated financial statements included in this annual report.

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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.

Adjusted net worth is equal to the sum of:

- Net assets, defined as assets less PRC solvency 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.

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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 solvency 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 Towers Watson s Review Opinion Report 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 4.85% in 2011 and grading to 5.35% in 2013, rising to 5.5% in 2014 (remaining level thereafter). Starting at 13% in 2011, and grading to 15% in 2013 (remaining level thereafter) of the investment return is assumed to be exempt from income tax. These investment return and tax exempt assumptions are based on our 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.

Summary of Results

The embedded value as at December 31, 2011 and the value of one year s sales for the 12 months to December 31, 2011, and their corresponding results in 2010 are shown below.

Table 1

	Components of Embedded Value and Value of One Year s Sales	**RMB million**	
ITEM		**December 31, 2011**	**December 31, 2010**
A	Adjusted Net Worth	**110,266**	144,655
B	Value of In-Force Business before Cost of Solvency Margin	**215,608**	183,008
C	Cost of Solvency Margin	**(33,020)**	(29,564)
D	Value of In-Force Business after Cost of Solvency Margin (B+C)	**182,588**	153,444
E	**Embedded Value (A + D)**	**292,854**	298,099
F	Value of One Year s Sales before Cost of Solvency Margin	**23,756**	23,726
G	Cost of Solvency Margin	**(3,557)**	(3,887)
H	**Value of One Year s Sales after Cost of Solvency Margin (F+G)**	**20,199**	19,839

Notes: Taxable income is based on earnings calculated using solvency reserves.

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Movement Analysis

The following analysis tracks the movement of the embedded value from the start to the end of 2011.

Table 2

Analysis of Embedded Value Movement in 2011

ITEM		RMB million
A	Embedded Value at Start of Year	298,099
B	Expected Return on Embedded Value	27,781
C	Value of New Business in the Period	20,199
D	Operating Experience Variance	(1,320)
E	Investment Experience Variance	(32,224)
F	Methodology, Model and Assumption Changes	(584)
G	Market Value and Other Adjustment	(8,615)
H	Exchange Gains or Losses	(545)
I	Shareholder Dividend Distribution	(11,306)
J	Other	1,369
K	**Embedded Value as at December 31, 2011 (sum A through J)**	**292,854**

Notes: 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 2011 plus the expected return on investments supporting the 2011 opening net worth.

C Value of new business sales in 2011.

D Reflects the difference between actual experience in 2011 (including lapse, mortality, morbidity, and expense etc.) and the assumptions.

E Compares actual with expected investment returns during 2011.

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

G Change in the market value adjustment from the beginning of 2011 to the December 31, 2011, and other related adjustments.

H Reflect the gains or losses due to change in exchange rate.

I Reflects dividends distributed to shareholders during 2011.

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.

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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
	Base case scenario	**182,588**	**20,199**
1.	Risk discount rate of 11.5%	**173,358**	**19,181**
2.	Risk discount rate of 10.5%	**192,509**	**21,289**
3.	10% increase in investment return	**215,496**	**22,853**
4.	10% decrease in investment return	**150,134**	**17,578**
5.	10% increase in expenses	**180,036**	**18,423**
6.	10% decrease in expenses	**185,138**	**21,976**
7.	10% increase in mortality rate for non-annuity products and 10% decrease in mortality rate for annuity products	**180,837**	**20,123**
8.	10% decrease in mortality rate for non-annuity products and 10% increase in mortality rate for annuity products	**184,368**	**20,276**
9.	10% increase in lapse rates	**181,284**	**20,125**
10.	10% decrease in lapse rates	**183,936**	**20,268**
11.	10% increase in morbidity rates	**180,653**	**20,121**
12.	10% decrease in morbidity rates	**184,539**	**20,278**
13.	10% increase in claim ratio of short term business	**182,303**	**19,596**
14.	10% decrease in claim ratio of short term business	**182,872**	**20,802**
15.	Solvency margin at 150% of statutory minimum	**176,412**	**18,384**
16.	Using 2010 EV assumptions	**182,885**	**20,278**
17.	Taxable income based on accounting profit in accordance to the Provisions on the Accounting Treatment Related to Insurance Contracts	**179,982**	**20,104**

		Adjusted Net Worth
	Base Case Scenario	**110,266**
18.	Taxable income based on accounting profit in accordance to the Provisions on the Accounting Treatment Related to Insurance Contracts	**99,901**

*Note: Taxable income is based on earnings calculated using solvency reserves for Scenarios*1 to 16.

Towers Wastson s Review Opinion Report 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 2011 (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 Management Consulting (Shenzhen) Co. Ltd. Beijing Branch (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.

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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 2011, 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 2011;
- 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.

For and on behalf of Towers Watson

Adrian Liu FIAA, FCAA

16th March 2012

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.

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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(1):

	Price per H Share (HK$)		Price per ADS (2) (US$)		Price per A share (RMB)	
	High	Low	High	Low	High	Low
Annual						
2007	52.0000	19.2600	106.56	36.70	75.0800(3)	32.0400(3)
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
2010	39.3000	29.7000	76.14	57.36	31.4200	20.9000
2011	32.6000	17.2400	62.93	33.52	22.3200	14.8100
Quarterly						
First Quarter, 2010	39.3000	32.6000	76.14	62.50	31.4200	26.6900
Second Quarter, 2010	38.2000	32.5500	74.79	62.68	28.4700	22.7300
Third Quarter, 2010	35.2000	29.7000	68.45	57.36	25.3300	20.9000
Fourth Quarter, 2010	36.6000	31.1000	70.50	59.78	27.8800	21.0400
First Quarter, 2011	32.6000	28.0000	62.93	53.66	22.3200	20.7900
Second Quarter, 2011	30.4500	24.6000	58.43	47.98	21.8000	17.8400
Third Quarter, 2011	27.7500	17.6600	52.87	34.40	19.1200	14.9100
Fourth Quarter, 2011	23.1500	17.2400	44.72	33.52	18.3900	14.8100
First Quarter, 2012	24.3000	18.8000	47.04	36.18	19.3300	16.0700
Monthly						
October 2011	20.8000	17.2400	39.67	33.52	16.3000	14.8100
November 2011	23.1500	19.2000	44.72	36.85	18.3700	16.9800
December 2011	21.7500	18.5000	41.91	35.78	18.3900	16.3100
January 2012	23.0500	18.8000	44.31	36.18	19.3300	16.5800
February 2012	24.3000	22.2000	47.04	42.38	19.3000	18.2700
March 2012	24.0000	20.0000	46.68	38.62	18.8400	16.0700
April 2012 (through April 18, 2012)	20.5000	19.8000	39.89	37.88	17.40	16.5600

(1) Source: Yahoo! Finance (http://finance.yahoo.com)
(2) 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.
(3) From the date of listing: January 9, 2007.

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.

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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 100000000037965.

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.

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.

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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 rewards 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.

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 .

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Dividends

Our board of directors may propose dividend distributions. 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 meeting.

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.

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 .

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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.

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 holders of H shares are unable to vote online and 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.

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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;
- 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.

An amendment of shareholders rights of any class of shares must be approved by more than two-thirds of the voting rights held by holders of shares in the affected class who are present in person or by proxy.

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.

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.

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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 no more than four months after the end of the relevant financial year our annual report (including our annual accounts, together with a copy of the auditors report thereon). Further, a preliminary results announcement in respect of the relevant financial year is required to be published on the HKSE s website no later than the time that is 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the next business day after approval by or on behalf of our board of directors. We must publish such results no later than three months after the end of relevant fiscal year. These and any interim financial statements must be prepared in accordance with HKFRS, IFRS or PRC GAAP in the case of a PRC issuer that has adopted PRC GAAP for the preparation of its annual financial statements. 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 HKSE Listing Rules also require us to send to holders of H shares an interim report no later than three months after the end of the first six months of each fiscal year. Further, a preliminary results announcement in respect of the relevant six-month period is required to be published on the HKSE s website no later than the time that is 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the next business day after approval by or on behalf of our board of directors. We must publish such results no later than two months after the end of the six-month period.

According to the HKSE Listing Rules, we are required to keep the HKSE, 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; or
- is necessary to avoid the establishment of a false market in our securities; or
- might reasonably be expected to affect materially market activity in, and the price of, our securities.

Depending on the size of the transaction, we may also be 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 20% 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, unless otherwise approved by competent authorities.

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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 at least two-thirds of the shareholders who attend the shareholders meeting in person or by proxy. 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.

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.

Decreases in Share Capital and Repurchases

We may reduce our registered share capital only upon obtaining the approval of at least two-thirds of the shareholders who attend the shareholders meeting in person or by proxy 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 .

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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 approved by the shareholders at a general meeting in accordance with our articles of association).

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.

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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.

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.

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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.

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