



# 中國人壽保險股份有限公司

## CHINA LIFE INSURANCE COMPANY LIMITED

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

(Stock Code: 2628)

### FORM OF PROXY OF H SHARE SHAREHOLDERS FOR USE AT THE FIRST EXTRAORDINARY GENERAL MEETING 2015 OF THE COMPANY TO BE HELD ON TUESDAY, 29 DECEMBER 2015

|                                                                   |  |
|-------------------------------------------------------------------|--|
| Number of shares to which this form of proxy relates <sup>2</sup> |  |
|-------------------------------------------------------------------|--|

I/We<sup>3</sup> \_\_\_\_\_  
of<sup>3</sup> \_\_\_\_\_

(address as shown in the register of members) being shareholder(s) of **CHINA LIFE INSURANCE COMPANY LIMITED** (the "Company") hereby appoint the Chairman of the Meeting or<sup>4</sup> \_\_\_\_\_

of \_\_\_\_\_  
as my/our proxy to attend, act and vote for me/us and on my/our behalf at the First Extraordinary General Meeting 2015 of the Company to be held at Multi-function Hall, 2/F, Block A, China Life Plaza, 16 Financial Street, Xicheng District, Beijing, China, on Tuesday, 29 December 2015 at 10:00 a.m. and at any adjournment thereof as hereunder indicated in respect of the resolutions set out in the Notice of the First Extraordinary General Meeting 2015 dated 12 November 2015, and, if no such indication is given, as my/our proxy thinks fit.

| ORDINARY RESOLUTIONS |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | FOR <sup>5</sup> | AGAINST <sup>5</sup> | ABSTAIN <sup>5</sup> |
|----------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|----------------------|----------------------|
| 1.                   | To consider and approve the election of Mr. Tang Xin as an Independent Director of the fifth session of the Board of Directors of the Company.                                                                                                                                                                                                                                                                                                                                       |                  |                      |                      |
| 2.                   | To consider and approve the appointment of auditors of the Company for the year 2016.                                                                                                                                                                                                                                                                                                                                                                                                |                  |                      |                      |
| 3.                   | To consider and approve the entrusted investment and management agreement for alternative investments with insurance funds proposed to be entered into between the Company and China Life Investment Holding Company Limited, the transactions thereunder, the annual cap calculated based on the investment management service fee and performance incentive fee, and the amount of assets to be entrusted for investment and management (including the amount for co-investments). |                  |                      |                      |
| SPECIAL RESOLUTIONS  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                  |                      |                      |
| 4.                   | To consider and approve the capital debt financing of the Company.                                                                                                                                                                                                                                                                                                                                                                                                                   |                  |                      |                      |
| 5.                   | To consider and approve the overseas issue of senior bonds by the Company.                                                                                                                                                                                                                                                                                                                                                                                                           |                  |                      |                      |
| 6.                   | To consider and approve the change of business scope of the Company.                                                                                                                                                                                                                                                                                                                                                                                                                 |                  |                      |                      |

Dated \_\_\_\_\_

Signature(s)<sup>6</sup>: \_\_\_\_\_

#### Notes:

- Important: You should first review the Notice of the First Extraordinary General Meeting 2015 (the "Notice") and the Circular to the shareholders issued by the Company on 12 November 2015 before appointing a proxy.**
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- Please insert the full name(s) (in Chinese or in English) and address(es) (as shown in the register of members) in block letters.
- If any proxy other than the Chairman of the Meeting is preferred, delete the words "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. A shareholder may appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, PLEASE TICK IN THE BOX MARKED "AGAINST". IF YOU WISH TO ABSTAIN, PLEASE TICK IN THE BOX MARKED "ABSTAIN".** If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his discretion. Unless you have indicated otherwise in this form of proxy, your proxy will also be entitled to vote at his discretion on any resolution properly put to the First Extraordinary General Meeting 2015 other than those referred to in the Notice. The shares abstained will be counted in the calculation of the required majority.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a legal entity, must either be executed under seal or under the hand of a director or an attorney duly authorized to sign the same. If this form of proxy is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign, or other document of authorization, must be notarised.
- Where there are joint holders of any shares, any one of such persons may vote at the First Extraordinary General Meeting 2015, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the First Extraordinary General Meeting 2015, either personally or by proxy, then the person present whose name stands first in the register of members in respect of such shares shall alone be entitled to vote in respect thereof.
- To be valid, for H Share shareholders, this form of proxy, together with the notarised power of attorney or other document of authorization, must be delivered to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the First Extraordinary General Meeting 2015 (or any adjournment thereof).

#### PERSONAL INFORMATION COLLECTION STATEMENT

- "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- Your supply of Personal Data to the Company is on a voluntary basis. If you fail to provide sufficient information, the Company may not be able to process your appointment of proxy and instructions.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.