

THE CORNERSTONE INVESTOR

China Life Insurance (Overseas) Co. Ltd. (“CLI(O)CL” or the “Cornerstone Investor”) is a wholly owned subsidiary of China Life Insurance (Group) Company. CLI(O)CL is the first and largest state-owned life insurance corporation that operates in Hong Kong and Macau. CLI(O)CL has been operating in Hong Kong for 25 years, and its business covers three main categories, including insurance, investment and provident fund service.

China Life Insurance (Group) Company, which wholly owns CLI(O)CL, is the controlling shareholder of China Life Insurance Company Limited (“CLICL”). CLICL is a life insurance company established in Beijing under the Company Law of the PRC. CLICL is listed on the New York Stock Exchange and the Hong Kong Stock Exchange. CLICL is one of the largest life insurance companies in the PRC’s life insurance market. It is one of the largest institutional investors in China, and through its controlling shareholding in China Life Asset Management Company Limited, the largest insurance asset management company in China. CLICL also has a controlling shareholding in China Life Pension Company Limited. CLICL is a leading provider of annuity products and life insurance for both individuals and groups, and a leading provider of accident and health insurance in the PRC.

THE CORNERSTONE PLACING

As part of the International Offering, the Joint Bookrunners and us entered into a conditional corporate investor agreement (the “Cornerstone Placing Agreement”) with the Cornerstone Investor under which the Cornerstone Investor will subscribe at the Offer Price for such number of Offer Shares that may be purchased with US\$12 million (excluding the brokerage, SFC transaction levy and Stock Exchange trading fee payable), rounded down to the nearest board lot. Assuming the mid-point Offer Price of HK\$2.60, the total number of Shares to be subscribed by the Cornerstone Investor would be 35,768,000 Shares, which would represent approximately 2.24% of our Company’s enlarged share capital immediately following the Global Offering (assuming that the Over-Allotment Option and any options which may be granted under the Share Option Scheme are not exercised), approximately 8.94% of the number of Offer Shares offered pursuant to the Global Offering and approximately 9.94% of the number of Offer Shares initially offered pursuant to the International Offering, in each case assuming that the Over-allotment Option is not exercised.

The Cornerstone Investor is an Independent Third Party not connected to our Company or our Directors or their associates and not a connected person as defined under the Listing Rules. Immediately following the completion of the Global Offering, the Cornerstone Investor will not have any board representation in our Company, will not be a Substantial Shareholder of our Company, and it will not subscribe for any Offer Shares under the Global Offering other than pursuant to the Cornerstone Placing Agreement referred to above. The Shares to be subscribed by the Cornerstone Investor will not be affected by any reallocation of Shares between the International Offering and the Hong Kong Public Offering in the event of over-subscription under the Hong Kong Public Offering as described in the paragraph headed “Structure of the Global Offering – The Hong Kong Public Offering” in this prospectus nor any exercise of the Over-allotment Option. The final number of Offer Shares to be allotted to the Cornerstone Investor will be set out in the allotment results announcement to be issued by the Company on Monday, 12 October 2009.

CONDITIONS PRECEDENT

The Cornerstone Placing Agreement is conditional upon the Underwriting Agreements being entered into and having become unconditional and not having been terminated by no later than 8:00 a.m. on 13 October 2009. In the event that these conditions are not fulfilled by 8:00 a.m. on 13 October 2009 or such other date as may be specified in the Hong Kong Underwriting Agreement to be the last day for the fulfillment or waiver of any conditions thereunder (or such other date as may be agreed among the Cornerstone Investor, the Joint Bookrunners and us), the Cornerstone Placing Agreement shall terminate and cease to be of effect.

DISPOSAL RESTRICTION

The Cornerstone Investor has agreed that without the prior written consent of our Company and the Joint Bookrunners, it will not, at any time during the period of six months following the Listing Date, directly or indirectly, dispose of any of the Shares it has subscribed pursuant to the Cornerstone Placing Agreement other than transfers of all or part of such Shares to any wholly-owned subsidiary of the Cornerstone Investor or vice versa, provided that the transferee undertakes to comply with the restrictions on disposal imposed on the Cornerstone Investor pursuant to the Cornerstone Placing Agreement. The Cornerstone Investor has also agreed that in the event of a disposal of any of its Offer Shares at any time after the six-month lock-up period, it will use all reasonable endeavours to ensure that any such disposal will not create a disorderly or false market for the Shares and is otherwise in compliance with the SFO.

PUBLIC FLOAT

The Shares to be held by the Cornerstone Investor pursuant to the Cornerstone Placing Agreement will be counted towards the public float of our Company.