

Articles of Incorporation

of

China Life Insurance Co., Ltd.

Date: 31st May 2019

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CHAPTER I General Provisions

- Article 1 The Company is duly incorporated as Company Limited by Shares in accordance with the Company Act and bears the Title of 中國人壽保險股份有限公司 and the proper English name of China Life Insurance Co., Ltd.
- Article 2 The Company aims at providing life insurance, developing social welfare and assisting industries.
- Article 3 The Company's head office is located at Taipei City. The Company shall apply for approval to set up branch offices in appropriate locations in the country or overseas when necessary.
- Article 4 All public announcements to be made by the Company shall be in accordance with the provisions of Article 28 of Company Act.

CHAPTER II Business

- Article 5 The Company's business category is "H501011 Life Insurance Enterprises".

CHAPTER III Shares

- Article 6 The total amount of share capital of the Company is set to be NT\$55 billion which is divided into 5 billion and 500 million shares. Each share is equal to NT\$10. Those shares which have not been issued, depending on actual situations, are to be issued in installments by the Board of Directors as authorized. Preferred shares may be issued from the preceding entire shares.
- Article 6-1 The Company shall transfer the shares that they repurchased to the employees at an average price lower than it paid for the repurchase. Prior to the transfer, this act shall be adopted by two-third of voting rights exercised by the shareholders present at the latest shareholders' meeting who represent a majority of the outstanding shares of the Company.
- Article 6-2 The Company may issue the Class B Preferred Shares in installments, and the rights and other important issuance terms of the Company's preferred shares are as follows:
- I. Where the Company has surplus earnings after the settlement of account at the end of fiscal year, it shall first cover the losses in the previous fiscal years and pay the taxes by laws. After setting aside legal reserve and special reserve as provided in laws or reversing special reserve, the remaining earnings, if any, may be applied first to distribute the dividends of Class B Preferred Shares may be distributed in the current year.
 - II. The dividend rate of Class B Preferred Shares is capped at 8 percent per annum on the issue price. Cash dividends will be distributed annually. Once the Company's financial statements have been approved in the annual general meeting of the shareholders, the Board shall be authorized to set the record date for the distribution of the payable preferred share dividends for the previous year. In the year of issuance and redemption, the distribution of the payable dividends shall be calculated based on the actual issuance days of that year.
 - III. The Company has sole discretion on the distribution of Class B Preferred Share dividends. If after annual audited accounts are prepared, there is no earning or insufficient earning for distributing dividends of Class B Preferred Shares, or if such kind distribution will cause the Company's capital adequacy ratio to fall below the minimum requirement stipulated by the law or the competent authorities or other necessary

consideration, the cancellation of distributing Preferred Share dividends by resolution of the Company will not be deemed as an event of default. The Class B Preferred Shares issued are specified as non-cumulative, and the undistributed dividends or shortfalls in dividends distributed shall not be cumulative and shall cease to accrue and be payable, therefore no deferred payment will be paid in subsequent years where there are earnings.

- IV. Except for the dividend prescribed in subparagraph 2 of this paragraph, Class B Preferred Shares, are not entitled to participate in the distribution of cash or stock dividends with regard of the common shares derived from earnings or capital surplus.
- V. The distribution priority for shareholders of Class B Preferred Shares on the residual property of the Company is ahead of shareholders of common shares and of shareholders of other preferred shares issued later, and the preferential order is lower than the proposers, beneficiaries and general creditors. Yet the distribution shall not exceed the issuance amount.
- VI. The holders of the preferred shares will have no voting rights and no rights to vote on election of directors but are entitled to be elected as directors. Holders of outstanding Class B Preferred Shares have mandatory voting rights in Class B Preferred Shareholders' meetings or Shareholders' meetings that involve the rights and obligations of shareholders of Class B Preferred Shares.
- VII. Class B Preferred shares may not be converted to common shares.
- VIII. The Class B Preferred Shares issued by the Company have no maturity, and shareholders of Class B Preferred Shares do not have the right to request the Company to redeem preferred shares possessed by shareholders. In addition, the Company may set a redemption date of the Class B Preferred Shares not earlier than the next day after five years of issuance. Where the Company redeems all or partial of the outstanding Class B Preferred Shares with the actual issuance price and the unredeemed preferred shares shall continue to enjoy rights and obligations of issuance terms prescribed in preceding subparagraphs.

The Board is authorized to determine the annual dividend rate and issuance terms upon actual issuance after considering the situation of capital market and the willingness of investors to subscribe in accordance with Articles of Incorporation and related laws and regulations.

Article 7 The share certificates issued by the Company are all registered. The share certificates shall be affixed with the signature or personal seals of chairman of the directors and two or more directors, shall be assigned with serial numbers, and shall be duly certified by laws before issuance.

The Company is exempted from printing any share certificate for the share issued. The Company shall appoint a centralized securities custody enterprise/ institution to make recordation of the issue of such shares.

The total amount of the shares of the Company that all the directors and supervisors hold shall be in accordance with "Rules and Review Procedures for Director and Supervisor Share Ownership Ratios at Public Companies" by the competent authority.

Article 8 Distribution of dividends issued by the Company shall be made by the resolution of shareholders' meeting. If there is no surplus earnings provided, the Company shall not distribute the dividends from its capital.

Article 9 When shareholders open an account, they shall fill in and keep the signature card. The content, change, loss or damage of the signature card shall be made by "Regulations Governing the Administration of Shareholder Services of Public Companies". The signature card shall be presented when taking dividends and bonus, or liaising with the company in writing and exercising other rights.

- Article 10 The stock affair of the Company shall be conducted by relevant laws and the competent authority.
When doing transfer of shares, both transferor and transferee shall present the application forms with their signatures and personal seals. The forms are submitted to the Company or a registrar designated by the Company for register of share transfer. The transferee is not to be entitled the shareholder rights until the register of share transfer is successful.
- Article 11 Upon loss or difficulty of identification due to damage of share certificates, the application of replacement or reissue of a new one shall be adopted by “Regulations Governing the Administration of Shareholder Services of Public Companies”.
- Article 12 Taiwan Depository & Clearing Corporation shall, upon request, consolidate and replace by high-denomination securities.

CHAPTER IV Shareholders' Meeting

- Article 13 Shareholders' meeting shall be of the following two kinds: regular meeting and special meeting. The regular meeting shall be convened by the Board of Directors within six months after close of each fiscal year. The special meeting is to be held when necessary. In case shareholders are unable to attend the meetings in person for any cause, as provided in Article 177 of Company Act, they may appoint a proxy in writing to attend such meetings.
The preferred shareholders' meeting may be convened in accordance with the relevant laws when it is deemed necessary.
- Article 14 A notice to convene a regular meeting of shareholders shall be given no later than 30 days prior to the scheduled meeting date, and no later than 15 days for a special meeting. The date, place, and cause(s) or subject(s) of a meeting of shareholders to be convened shall be indicated in the notice to be given to shareholders.
- Article 15 Except in the circumstances of no voting right set forth in Item 2, Article 179 of Company Act, and of voting right which cannot be exercised as provided in Item 2, Article 197-1 of Company Act, a shareholder shall have one vote in respect of each share in his/her possession.
- Article 16 The chairman of the Board of Directors shall preside the shareholders' meetings. In case the chairman of the Board of Directors is on leave or absent or cannot exercise his power for any cause, the vice chairman shall act on his behalf. In case the vice chairman is also on leave or absent or cannot exercise his power for any cause, the chairman of the Board of Directors designate one of the directors to act on his behalf. In the absence of such a designation, the directors shall elect from among themselves an acting chairman of the Board of Directors.
- Article 17 Resolutions at a shareholders' meeting shall, unless otherwise provided for in the Company Act, be adopted by a majority vote of the shareholders present, who represent more than one-half of the total number of voting shares.
- Article 18 The date and place of the meeting, the name of the chairman, the method of adopting resolutions, and a summary of the essential points of the proceedings and the results of the meeting shall also be recorded on the resolutions adopted at the shareholders' meeting. This shall be affixed with the signature or seal of the chairman of the meeting. The preceding resolutions shall be kept in the Company along with the attendance cards of the shareholders present and the power of attorney for attendance.

CHAPTER V Board of Directors

- Article 19 The Board of Directors of the Company has nine directors who were elected by the shareholders' meeting from among the persons with disposing capacity. The term of office of a director shall be three years, and he/she may be eligible for re-election. The directors shall include not less than two independent directors, and not less than one-fifth of the director seats.

The Company adopted the nomination system in the elections of directors and independent directors. Nominated candidates will be elected in the shareholders' meeting.

The professional qualifications of independent directors, the limit of holding shares and doing other jobs, the recognition of independence, the method of nomination and other rules to be followed are in accordance with the rules made by the authority in charge of securities affairs.

Article 20 The Directors constitute the Board of Directors, one of whom shall be elected as the Chairman in a meeting with presence of more than 2/3 of the Directors and at the consent of more than half of the Directors in the meeting. The Chairman shall act on behalf of and in the name of the Company externally. A Vice Chairman shall also be elected in the same manner as the election of the Chairman. The Company may buy liability insurance for the directors. The Board may appoint the Secretarial Office, Board of Directors as the function charged with the administrative affairs of the Board meeting.

Article 21 The scope of duties and power of the Board of Directors is as follows:

1. To examine and establish corporate rules and regulations;
2. To certify business policies;
3. To examine and/or screen the budget and final account;
4. To draw up the plan of surplus earnings distribution;
5. To draw up the plan of increasing or reducing the capital; and
6. To exercise other duties and power given by laws and shareholders' meetings.

Article 22 In addition to the first board meeting to be held in accordance with the Company Act, others shall be convened by the chairman of the Board of Directors. In case the chairman of the Board of Directors is on leave or absent or unable to exercise his/her power and authority for any cause, the vice chairman shall act on his behalf. In case both the chairman and the vice chairman are both on leave or unable to exercise their power and authority for any cause, the chairman of the Board of Directors shall designate one of the directors to act on his behalf. In the absence of such a designation, the directors shall elect among themselves an acting chairman of the Board of Directors.

The directors shall attend every board meeting in person, but in case a director is absent for any cause, he/she may appoint a proxy to attend the Board meeting on his/her behalf. He/she shall execute a power of attorney stating therein the scope of power authorized with the cause(s) or subject(s) of such meeting to be convened.

The preceding proxy shall only accept one power of attorney. Resolutions of the Board of Directors, unless otherwise provided by law, shall be adopted by a majority vote of the directors at a board meeting attended by a majority of the directors.

Article 23 President, vice president and other senior staff members may be invited to a board meeting when necessary, but they shall not be entitled voting right.

Article 24 The remuneration of the chairman of the Board of Directors, vice chairman, directors and independent directors shall be decided by the Board of Directors by a scope of power authorized, depending on their participation of the Company's business, the value of their contribution and the duties they take, and with reference to the industry level of the country and overseas. Only the remuneration of independent directors is fixed, which is decided by the Board of Directors.

CHAPTER VI Audit Committee and Other Functional Committees

Article 25 The Company shall establish an audit committee, composed of all of the independent directors. The committee shall include not less than three members, and one of whom shall be the convener. At least one member shall be specialized in accounting or finance.

Article 26 The Company may establish other functional committees by laws.

Article 27 The preceding committees' execution of the duties and power, and rules to be followed shall be in accordance with relevant laws and the Articles of Incorporation.

CHAPTER VII Managerial Personnel

Article 28 Appointment and dismissal of president and vice president shall be adopted by Article 29 of Company Act.

Article 29 The Company has one president who conducts all the business of the Company under the resolutions of the Board of Directors. The president may represent the Company within his/her execution of the duties and power, and several executive vice presidents and vice presidents shall be appointed to assist the president.

CHAPTER VIII Accounting

Article 30 The fiscal year of the Company shall start from 1st January and end at 31st December. At the end of each fiscal year, general final account shall be prepared.

Article 31 At the close of each fiscal year, the Company shall prepare the following statements and documents which shall be examined and certified by the Board of Directors. The statements and documents shall also be approved by the shareholders' meeting and shall be submitted to the competent authority for auditing:

1. the business reports;
2. the financial statements; and
3. the surplus earnings distribution or deficit compensation proposals.

Article 32 Where the Company makes profits, it shall allocate no less than 0.5 percent of the profits to be the remuneration of employees, and no more than 3 percent to be the remuneration of directors. But the Company shall reserve the amount of money to be used to cover its losses if it still has accumulated losses, and later it shall allocate the remuneration in proportion for employees and directors.

The preceding remuneration of employees may be given in the form of share certificates or cash. The remuneration of directors shall only be given to non-independent directors.

Article 33 The Company adopts residual dividend policy in order to keep expanding the business scale, meet the demands for capital and long-term financial plan of the Company, and pursue sustainable and stable development.

Where the Company has surplus earnings after the settlement of account at the end of fiscal year, it shall first cover the losses in the previous fiscal years and pay the taxes by laws. After setting aside legal reserve and special reserve as provided in laws or reversing special reserve, and may distribute preferred share dividends thereafter, the balance, if applicable, shall be added to beginning retained earnings as the unappropriated retained earnings, thirty to one hundred percent of which shall be distributed as dividends for common shares. The proposal of surplus earnings distribution shall be submitted by the Board of Directors to the shareholders' meeting for approval. In case the unappropriated retained earnings is less than NT\$0.5 each share, it may be reserved and not distributed on the basis of canon of economy.

According to the Company's business plans, the surplus earnings distribution shall be based on the capital required and retained for distributing stock dividends, but it may reserve a proportion for distribution in the form of cash dividends. Where cash dividends are distributed in that year, the total amount of cash dividends shall not be less than ten percent of the total amount of dividends. The proportion of the preceding stock dividends and cash dividends may be adjusted appropriately, depending on that year's actual profits and capital condition. The Board of Directors shall draw up the proposal and submit to the shareholders' meeting for deciding the most appropriate dividend policy.

CHAPTER IX Supplemental Provisions

- Article 34 In case the Articles of Incorporation are not complete, other situations shall be in accordance with the Company Act and relevant laws.
- Article 35 The Articles of Incorporation were established on 12th April 1963, by all of the promoters. The first amendment was on 12th June 1969; the second was on 30th April 1973; ----- ; the thirty second was on 15th June 2007; the thirty third was on 13th June 2008; the thirty fourth was on 19th December 2008; the thirty fifth was on 19th June 2009; the thirty sixth was on 18th June 2010; the thirty seventh was on 24th June 2011; the thirty eighth was on 22nd June 2012; the thirty ninth was on 17th June 2014; the fortieth was on 31st May 2016; the forty first was on 26th May 2017; and the forty second was on 31st May 2019.