

(2823.tw)

## IR Announcement

# SUPPLEMENTARY INFORMATION ON CHINA LIFE'S 2016 ANNUAL GENERAL MEETING

Dear Investors,

China Life Insurance Company ("China Life" or "The Company") will convene its Annual General Meeting ("AGM") on **May 31<sup>th</sup>, 2016**. The Board recommends a distribution of 2015 profit, including a cash dividend of NT\$0.6 per share and a stock dividend of NT\$0.4 per share. The Agenda and the Proposals for Discussion at the AGM are as follows.

Taking into account the Company's benefit and future development, the Board of China Life hereby recommends all the shareholders to **vote FOR** all the Proposed Resolutions and the Proposals for Discussion. As the approvals of the aforesaid proposals require for favorable ballots from a majority of the total outstanding shares, your timely participations and voting instructions will be extremely important for the success of the shareholder meeting.

**Please instruct your custodians and submit proxies on or before May 24<sup>th</sup>, 2016.**

The reasoning and explanations of the Voting Items will be provided as below for your better understanding of the Agenda and your fully support on the Voting Items will be highly appreciated. Thank you.

### I. Discussion (Voting Items)

- (1) To amend the Articles of Incorporation

### II. Report Items

- (1) Business Report for the year of 2015
- (2) Audit Committee's Review Report for the year of 2015
- (3) 2015 distribution report of employees and directors' compensation
- (4) To amend the Procedures for Use of Funds in Special Projects, Public Utilities and Social Welfare Enterprises
- (5) To amend the Rules and Procedures of Board of Directors Meetings

### III. Proposed Resolutions (Voting Items)

- (1) To approve the 2015 Business Report and Financial Statements
- (2) To approve the proposal for distribution of 2015 profits

### IV. Discussion (Voting Items)

- (1) To approve the proposal of the Company's capital increase through capitalization of retained earnings

### V. Motions

(2823.tw)

## IR Announcement

**The reasoning of voting FOR the Voting Items is explained in this section – (Management/ The Board’s Recommendations)**

### **I. (1): To amend the Articles of Incorporation – (For)**

To conform to the amendments to article 235 of the Company Act, and pursuant to the Administrative Orders No. 10402413890 and No. 10402427800 issued by Ministry of Economic Affairs on Jun. 11<sup>th</sup>, 2015 and Oct. 15<sup>th</sup>, 2015, the Articles of Incorporation should be revised as follows:

The term “bonus for employees” should be amended to “employees’ compensation”. And the Company proposes to appropriate more than 0.5% of its earnings for employees’ compensation, and not more than 3% of its earnings for directors’ compensation. Bonus for employees and compensation for directors are not withdrawn from earnings distribution. Therefore, the items related to “bonus for employees” should be deleted. The clauses regarding independent directors’ compensation calculation will be combined with existing article 24.

### **III. (1): To approve the 2015 Business Report and Financial Statements – (For)**

China Life will present the highlights of the operations and the events of the Company for the previous Financial Year. The Company requests for your approval on the Business Report and Financial Statements of the year of 2015.

### **III. (2): To approve the proposal for distribution of 2015 profits – (For)**

The Board recommends a cash dividend of NT\$0.6 per share and a stock dividend of NT\$0.4 per share.

### **IV. (1): To approve the proposal of the Company's capital increase through capitalization of retained earnings – (For)**

The Board proposes to capitalize the retained earnings by issuing new shares and distribute a stock dividend of NT\$0.4 per common share to the Company’s existing shareholders.