

CHINA LIFE INSURANCE CO LTD  
Form 6-K  
January 07, 2008

Commission File Number 001-31914

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**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 6-K**

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**Report of Foreign Private Issuer**

**Pursuant to Rule 13a-16 or 15d-16 of the**

**Securities Exchange Act of 1934**

**January 7, 2008**

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**China Life Insurance Company Limited**

**(Translation of registrant's name into English)**

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**16 Chaowai Avenue**

**Chaoyang District**

**Beijing 100020, China**

**Tel: (86-10) 8565-9999**

**(Address of principal executive offices)**

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Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F:

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes \_\_\_\_\_ No  X

If  Yes  is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):  82-\_\_\_\_\_

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On January 7, 2008, China Life Insurance Company Limited (the Company ) issued a reminder announcement in Chinese on the circulation of A Shares (as defined in the attached announcement) placed with the Strategic Investors (as defined in the attached announcement), an English translation of which is attached as Exhibit 99.1 hereto. The attached announcement is not an offer of securities for sale in the United States. Securities may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended. The Company does not intend to make a public offering or register any part of the A Shares in the United States.

**EXHIBIT LIST**

| <b>Exhibit</b> | <b>Description</b>  |
|----------------|---|
| 99.1           | English translation of the announcement dated January 4, 2008 |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**China Life Insurance Company Limited**

(Registrant)

By: */s/ Wan Feng*  
(Signature)

Name: Wan Feng

Title: President and Executive Director

January 7, 2008

## IMPORTANT

The Company and all members of its Board of Directors warrant the authenticity, accuracy and completeness of the information contained in this announcement, and jointly and severally accept full responsibility for any misrepresentation, misleading statements or material omissions contained in this announcement.

**Reminder Announcement on the Circulation of A Shares****Placed with the Strategic Investors (Lock-up period of 12 months)**

According to the approval (Zheng Jian Fa Xing Zi [2006] No. 159) issued by China Securities Regulatory Commission, China Life Insurance Company Limited (the Company) issued 1,500,000,000 RMB ordinary shares (the A Shares) to the public at Shanghai Stock Exchange, among which, 600,000,000 shares were ordinary shares placed with certain strategic investors (the Strategic Investors), with nominal value of RMB 1.00 per share and offering price of RMB 18.88 per share. Results of such placement were published in the China Securities Journal, the Shanghai Securities News, the Securities Times and the Securities Daily on December 28, 2006. The 600,000,000 shares that have been placed with the Strategic Investors are subject to a lock-up period of 12 months commencing on the date on which those shares issued to the Strategic Investors were listed on the Shanghai Stock Exchange, i.e. January 9, 2007. These 600,000,000 shares will become circulative as of January 9, 2008.

Set out below is the shareholding structure of the Company prior to and immediately after the circulation of the 600,000,000 shares placed with the Strategic Investors:

(Unit: share)

|  | Prior to the<br>circulation | Changes      | Immediately<br>after the<br>circulation |
|--|-----------------------------|--------------|---|
| I. Total number of restrictive A Shares    | 19,923,530,000              | -600,000,000 | 19,323,530,000                          |
| China Life Insurance (Group) Company       | 19,323,530,000              |              | 19,323,530,000                          |
| Strategic Investors                        | 600,000,000                 | -600,000,000 |   |
| II. Total number of unrestrictive A Shares | 900,000,000                 | +600,000,000 | 1,500,000,000                           |
| III. Overseas listed circulative H Shares  | 7,441,175,000               |              | 7,441,175,000                           |
| Total:                                     | 28,264,705,000              |              | 28,264,705,000                          |

Board of Directors

China Life Insurance Company Limited

January 4, 2008