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新華人壽保險股份有限公司

NEW CHINA LIFE INSURANCE COMPANY LTD.

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

(Stock Code: 1336)

**ANNOUNCEMENT ON THE VOTING RESULTS OF
THE ANNUAL GENERAL MEETING OF 2013
AND DISTRIBUTION OF 2013 ANNUAL DIVIDEND**

CONVENING AND ATTENDANCE OF THE MEETING

The annual general meeting of 2013 (the “**Meeting**”) of New China Life Insurance Company Ltd. (the “**Company**”) was held by way of a physical meeting on 20 May 2014 at NCI Tower, A12 Jianguomenwai Avenue, Chaoyang District, Beijing, the PRC.

The Meeting was convened by the board of directors (the “**Board**”) of the Company and chaired by Mr. KANG Dian, Chairman of the Board. The Meeting adopted both onsite voting and, for the A shareholders only, online voting. Computershare Hong Kong Investor Services Limited, the Company’s H share registrar, was appointed by the Company as the scrutineer for the voting.

The convening of the Meeting was in compliance with the requirements of the applicable PRC laws and regulations, the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited* and the *Articles of Association of New China Life Insurance Company Ltd.* (the “**Articles of Association**”).

The total number of issued shares of the Company as at the date of the Meeting was 3,119,546,600 shares, of which the A shares and the H shares were 2,085,439,340 shares and 1,034,107,260 shares respectively, which was the total number of eligible shares that entitled the shareholders to attend and vote for or against or abstain from voting on the resolutions proposed at the Meeting.

To the best knowledge, information and belief of the directors of the Company, there was no restriction on any shareholder casting votes on any of the proposed resolutions at the Meeting and no shareholder has a material interest in the matters considered at the Meeting and was required to abstain from voting at the Meeting.

A total of 21 shareholders and authorized proxies, holding an aggregate of 2,100,589,044 voting shares, representing 67.34% of the total number of voting shares of the Company attended the Meeting. The details are set out below:

| | |
|---|---------------|
| Number of shareholders and authorized proxies present at the Meeting | 11 |
| Of which: Number of A shareholders | 7 |
| Number of H shareholders | 5 |
| Total number of the voting shares held by the attendees | 2,099,558,042 |
| Of which: Total number of shares held by A shareholders | 1,516,635,745 |
| Total number of shares held by H shareholders | 582,922,297 |
| Percentage of the total number of voting shares of the Company (%) | 67.30% |
| Of which: Percentage of the shares held by A shareholders to the total number of voting shares of the Company | 48.62% |
| Percentage of the shares held by H shareholders to the total number of voting shares of the Company | 18.68% |
| Number of A shareholders voting by way of online voting | 10 |
| Number of shares with voting rights | 1,031,002 |
| Percentage of the total number of voting shares of the Company (%) | 0.03% |

NOTE: The Chairman of the Meeting was authorized to vote at the Meeting by some A shareholders and H shareholders respectively. The numbers of A shareholders and H shareholders were counted separately and the total number of shareholders and authorized proxies was not counted in duplicate.

CONSIDERATION OF THE PROPOSALS

The voting results in respect of the resolutions at the Meeting are set out as follows:

| Ordinary Resolutions | | Number of votes & Percentage of the total voting shares at the Meeting (%) | | |
|---|---|--|----------------------|---------------------|
| | | For | Against | Abstain |
| 1. | To consider and approve the <i>proposal on the Report of the Board for the Year 2013</i> | 2,100,212,744 99.982086% | 310,900 0.014801% | 65,400 0.003113% |
| As more than 50% of the votes were cast in favour of this proposal, the proposal was duly passed as an ordinary resolution. | | | | |
| 2. | To consider and approve the <i>proposal on the Report of the Board of Supervisors for the Year 2013</i> | 2,100,212,744 99.982086% | 310,900 0.014801% | 65,400 0.003113% |
| As more than 50% of the votes were cast in favour of this proposal, the proposal was duly passed as an ordinary resolution. | | | | |

| Ordinary Resolutions | | Number of votes & Percentage of the total voting shares at the Meeting (%) | | |
|----------------------|--|--|----------------------|---------------------|
| | | For | Against | Abstain |
| 3. | To consider and approve the <i>proposal on the annual report and its summary for the year 2013</i> | 2,100,212,744 99.982086% | 310,900 0.014801% | 65,400 0.003113% |
| | As more than 50% of the votes were cast in favour of this proposal, the proposal was duly passed as an ordinary resolution. | | | |
| 4. | To consider and approve the <i>proposal on the final accounting for the year 2013</i> | 2,100,212,744 99.982086% | 310,900 0.014801% | 65,400 0.003113% |
| | As more than 50% of the votes were cast in favour of this proposal, the proposal was duly passed as an ordinary resolution. | | | |
| 5. | To consider and approve the <i>proposal on the profit distribution plan for the year 2013</i> | 2,100,418,144 99.991864% | 129,100 0.006146% | 41,800 0.001990% |
| | As more than 50% of the votes were cast in favour of this proposal, the proposal was duly passed as an ordinary resolution. | | | |
| 6. | To consider and approve the <i>proposal on the appointment of accounting firms for the year 2014</i> | 2,100,169,894 99.980046% | 353,750 0.016841% | 65,400 0.003113% |
| | As more than 50% of the votes were cast in favour of this proposal, the proposal was duly passed as an ordinary resolution. | | | |
| 7. | To consider and approve the <i>proposal on the Report of Performance of the Directors for the Year 2013</i> | 2,100,212,744 99.982086% | 310,900 0.014801% | 65,400 0.003113% |
| | As more than 50% of the votes were cast in favour of this proposal, the proposal was duly passed as an ordinary resolution. | | | |
| 8. | To consider and approve the <i>proposal on the Report of Performance of the Independent Non-executive Directors for the Year 2013</i> | 2,100,212,644 99.982081% | 311,000 0.014806% | 65,400 0.003113% |
| | As more than 50% of the votes were cast in favour of this proposal, the proposal was duly passed as an ordinary resolution. | | | |
| 9. | To consider and approve the <i>proposal on the contemplated continuing related party transactions in respect of entrusted funds utilisation of the Company</i> | 2,100,141,244 99.991858% | 105,600 0.005028% | 65,400 0.003114% |
| | As more than 50% of the votes were cast in favour of this proposal, the proposal was duly passed as an ordinary resolution. | | | |
| 10. | To consider and approve the <i>proposal on the 2014-2016 Development Plan of the Company</i> | 2,100,418,144 99.991864% | 105,500 0.005023% | 65,400 0.003113% |
| | As more than 50% of the votes were cast in favour of this proposal, the proposal was duly passed as an ordinary resolution. | | | |

| Special Resolutions | | Number of votes & Percentage of the total voting shares at the Meeting (%) | | |
|--|---|--|---------------------------|-------------------------|
| | | For | Against | Abstain |
| 11. | To consider and approve the <i>proposal on the plan of issuing debt financing instruments for the year 2014</i> | 2,091,201,624 99.553105% | 9,322,020 0.443782% | 65,400 0.003113% |
| As more than two thirds of the votes were cast in favour of this proposal, the proposal was duly passed as a special resolution. The issue of debt financing instruments is subject to the approvals of competent authorities. | | | | |
| 12. | To consider and approve the <i>proposal on the general mandate to the Board to issue new shares</i> | 1,547,061,960 84.164034% | 231,238,758 12.579966% | 59,850,192 3.256000% |
| As more than two thirds of the votes were cast in favour of this proposal, the proposal was duly passed as a special resolution. | | | | |
| 13. | To consider and approve the <i>proposal on the plan of issuing subordinated term debts for the year 2014</i> | 2,091,201,724 99.553110% | 9,321,920 0.443777% | 65,400 0.003113% |
| As more than two thirds of the votes were cast in favour of this proposal, the proposal was duly passed as a special resolution. The issue of subordinated term debts is subject to the approvals of competent authorities. | | | | |
| Supplementary Ordinary Resolutions | | Number of votes & Percentage of the total voting shares at the Meeting (%) | | |
| | | For | Against | Abstain |
| 14. | To consider and approve, on an individual director basis, the <i>proposal on the election of directors for the fifth session of the Board</i> | | | |
| | (1) To elect Mr. WU Kunzong as a non-executive director of the fifth session of the Board | 2,015,457,503 99.661291% | 6,784,341 0.335475% | 65,400 0.003234% |
| | (2) To elect Mr. John Robert DACEY as a non-executive director of the fifth session of the Board | 2,015,457,503 99.661291% | 6,784,341 0.335475% | 65,400 0.003234% |
| | (3) To elect Mr. LIU Lefei as a non-executive director of the fifth session of the Board | 2,015,457,503 99.661291% | 6,784,341 0.335475% | 65,400 0.003234% |
| As more than 50% of the votes were cast in favour of each of 14.(1), 14.(2), 14.(3) of this proposal, the proposal was duly passed as a supplementary ordinary resolution. The directorship qualifications of the above directors are subject to the approvals of China Insurance Regulatory Commission. | | | | |

| Supplementary Ordinary Resolutions | | Number of votes & Percentage of the total voting shares at the Meeting (%) | | |
|---|---|--|------------------------|---------------------|
| | | For | Against | Abstain |
| 15. | To consider and approve the <i>proposal on the election of Mr. WANG Chengran as a shareholder representative supervisor for the fifth session of the board of supervisors</i> | 2,020,625,838 99.916857% | 1,616,006 0.079909% | 65,400 0.003234% |
| As more than 50% of the votes were cast in favour of this proposal, the proposal was duly passed as a supplementary ordinary resolution. The supervisorship qualification of Mr. WANG Chengran is subject to the approval of China Insurance Regulatory Commission. | | | | |

The full text of all proposals other than proposals No. 14 and 15 was set out in the circular and notice of the Meeting published by the Company on 4 April 2014, and the full text of proposals No. 14 and 15 was set out in the supplementary notice of the Meeting published by the Company on 29 April 2014.

APPOINTMENT OF NON-EXECUTIVE DIRECTORS

At the Meeting, the *proposal on the election of directors for the fifth session of the Board*, on an individual director basis, was duly approved by the shareholders of the Company. In accordance with the relevant laws and regulatory requirements of the PRC, the directorship qualifications of Mr. WU Kunzong, Mr. John Robert DACEY and Mr. LIU Lefei are subject to the approvals of the China Insurance Regulatory Commission, and the appointments of Mr. WU Kunzong, Mr. John Robert DACEY and Mr. LIU Lefei will take effect when such approvals are obtained. The biographical details and other relevant information of Mr. WU Kunzong, Mr. John Robert DACEY and Mr. LIU Lefei were set out in the supplementary notice of the Meeting published by the Company on 29 April 2014. As at the date of this announcement, there has been no change to such information.

ELECTION OF A SHAREHOLDER REPRESENTATIVE SUPERVISOR

At the Meeting, the *proposal on the election of Mr. WANG Chengran as a shareholder representative supervisor for the fifth session of the board of supervisors* was duly approved by the shareholders of the Company. In accordance with the relevant laws and regulatory requirements of the PRC, the supervisorship qualification of Mr. WANG Chengran is subject to the approval of the China Insurance Regulatory Commission, and the Company's appointment of Mr. WANG Chengran will take effect when such approval is obtained. The biographical details and other relevant information of Mr. WANG Chengran were set out in the supplementary notice of the Meeting published by the Company on 29 April 2014. As at the date of this announcement, there has been no change to such information.

DISTRIBUTION OF 2013 ANNUAL DIVIDEND

At the Meeting, the *proposal on the profit distribution plan for the year 2013* was duly approved by the shareholders of the Company. The full text of the proposal was set out in the circular of the Meeting published by the Company on 4 April 2014.

The 2013 annual dividend for the year ended 31 December 2013 ("**2013 Annual Dividend**") will be distributed on Tuesday, 15 July 2014 to the H shareholders whose names appear on the register of members of the Company on Thursday, 29 May 2014. The 2013 Annual Dividend, as calculated

and declared in Renminbi, is RMB0.15 (including tax) per share, on the basis of the total number of 3,119,546,600 shares currently issued by the Company, totaling approximately RMB468 million (including tax), representing approximately 10.22% of the distributable profit of the Company achieved within the year as contained in the Company's 2013 financial statements, which complies with the minimum ratio of cash dividend required by the *Articles of Association*. Dividends of H shares shall be paid in Hong Kong dollars. The 2013 Annual Dividend payable by the Company to H shareholders shall be converted at the average closing exchange rate between Hong Kong dollars and Renminbi as announced by the People's Bank of China in the five business days before the date of approval by the Meeting (20 May 2014), which is HK\$1 = RMB0.795154. The 2013 Annual Dividend calculated based upon such exchange rate shall be HK\$0.1886427 per share (including tax).

For the purpose of determining H shareholders' entitlement to the 2013 Annual Dividend, the H share register of members of the Company will be closed from Saturday, 24 May 2014 to Thursday, 29 May 2014 (both days inclusive), during which period no transfer of shares will be registered. In order to be entitled to the 2013 Annual Dividend, H shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Friday, 23 May 2014. The last trading date for the Company's H shares before the Ex-date will be Wednesday, 21 May 2014, and the Ex-date for the Company's H shares will be Thursday, 22 May 2014.

For further information about the declaration and distribution of the 2013 Annual Dividend, please refer to the *Announcement on the 2013 Annual Dividend* published by the Company on 9 May 2014.

LAWYER'S CERTIFICATION

The Company engaged Commerce & Finance Law Offices to certify the Meeting. Commerce & Finance Law Offices appointed attorney Mr. WU Gang and attorney Ms. YANG Min to attend the Meeting and issued the legal opinion stating that the convening of the Meeting, the qualifications of the shareholders and their authorized proxies who attended the Meeting, the qualifications of the convener, the voting process and the voting results of the resolutions as well as other relevant matters were all in compliance with the requirements of the applicable PRC laws and regulations and the *Articles of Association*. The resolutions made at the Meeting are legal and valid.

By Order of the Board
New China Life Insurance Company Ltd.
KANG Dian
Chairman

Beijing, China, 20 May 2014

As at the date of this announcement, the Executive Director of the Company is KANG Dian; the Non-executive Directors are ZHAO Haiying, MENG Xingguo, LIU Xiangdong and ZHAO John Huan; and the Independent Non-executive Directors are CAMPBELL Robert David, CHEN Xianping, WANG Yuzhong, ZHANG Hongxin, ZHAO Hua and FONG Chung Mark.