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中國人壽保險股份有限公司

**CHINA LIFE INSURANCE COMPANY LIMITED**

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

**(Stock Code: 2628)**

## **ANNOUNCEMENT ON THE PROGRESS OF CONNECTED TRANSACTION IN RELATION TO A PARTNERSHIP**

References are made to the Announcements of the Company dated 28 October 2020 and 25 August 2021 in relation to the connected transaction regarding the formation of the Partnership by the Company (as the limited partner) with China Life Properties (as the general partner) under the Partnership Agreement entered into between them.

The Board announces that the Company intends to enter into the Supplemental Agreement with China Life Properties by 31 December 2024 to increase its capital contribution to the Partnership and to extend the term of the Partnership.

CLIC, the controlling shareholder of the Company, currently holds approximately 68.37% of the issued share capital of the Company, and is a connected person of the Company. China Life Properties is an indirect wholly-owned subsidiary of CLIC and is also a connected person of the Company. As such, the Capital Injection constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. Given that one or more of the applicable percentage ratios in respect of the Capital Injection are more than 0.1% but less than 5%, the Capital Injection is subject to the reporting and announcement requirements but exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

### **BACKGROUND**

References are made to the Announcements of the Company dated 28 October 2020 and 25 August 2021 in relation to the connected transaction regarding the formation of the Partnership by the Company (as the limited partner) with China Life Properties (as the general partner) under the Partnership Agreement entered into between them.

The Board announces that the Company intends to enter into the Supplemental Agreement with China Life Properties by 31 December 2024 to increase its capital contribution to the Partnership and to extend the term of the Partnership.

## **PRINCIPAL TERMS OF THE SUPPLEMENTAL AGREEMENT**

### **Parties**

- General partner and managing partner: China Life Properties
- Limited partner: the Company

### **Capital Contribution**

Pursuant to the Supplemental Agreement, the Company will make an additional capital contribution of RMB4,900,000,000 to the Partnership. Upon completion of the Capital Injection, the total capital contribution by all partners of the Partnership will be increased from RMB9,001,000,000 to RMB13,901,000,000, of which the capital contribution by the Company will be increased from RMB9,000,000,000 to RMB13,900,000,000, whereas the capital contribution by China Life Properties will remain unchanged at RMB1,000,000.

The above additional capital contribution to be made by the Company was determined by the Company based on its asset allocation requirement, and will be funded by its internal resources.

### **Term**

Pursuant to the Supplemental Agreement, the term of the Partnership will be extended from six years to ten years, and the investment period will be adjusted from the first three years to the first five years. Pursuant to the Supplemental Agreement, if at the time when the term of the Partnership expires, the Partnership has not exited from all of its investment projects, the term of the Partnership will be automatically adjusted to fifteen years. The Manager may, at its own discretion, extend the term of the Partnership once for a further period of five years.

Save as disclosed above, there are no material changes to other terms of the Partnership Agreement, which are not materially different from those disclosed in the Announcements.

## **REASONS FOR AND BENEFITS OF THE CAPITAL INJECTION**

As disclosed in the Announcements, the Partnership will focus on making equity investment in real estate projects located in first-tier and strong performing second-tier cities of the PRC, as well as investment in ancillary facilities in compliance with the requirements of laws, regulations and regulatory policies. Core real estate assets possess the characteristics of low risk and inflation resistance, which are highly compatible with insurance funds that have long duration and are in the

pursuit of stable returns. Therefore, the Company intends to make investment in relevant assets through its capital injection to the Partnership.

Of the Company's additional capital contribution, it is expected that not more than RMB3,100,000,000 will be applied for the acquisition of 49.895% equity interest in and relevant debts of the Project Company indirectly held by Sino-Ocean Group (including approximately RMB2,984 million for the acquisition of equity interest and approximately RMB96 million for the acquisition of relevant debts). Upon completion of the Acquisition, the Project Company will not become a subsidiary of the Company or the Partnership, and its accounts will not be consolidated into the accounts of the Group. The Project Company is mainly responsible for the development and operation of Project INDIGO II. Located in Dawangjing Business Circle, Beijing with strong business atmosphere, Project INDIGO II is intended to be developed into a flagship commercial complex. As at 31 December 2023, the unaudited total assets and net assets of the Project Company amounted to RMB12,351 million and RMB8,020 million, respectively. As at 31 December 2023, the appraised present market value of the construction in progress of the Project Company was approximately RMB11,977 million.

As the Partnership has made investment in Project INDIGO I in April 2022, it plans to invest in Project INDIGO II to achieve the overall control of the project and to maximize the value release, which will enable the Partnership to better leverage the advantage of long duration of insurance funds and to seize market opportunities to acquire high-quality core assets at favorable prices.

Sino-Ocean Group is a large-scale property developer, the shares of which are listed on the Stock Exchange (stock code: 03377). The Company is a substantial shareholder of Sino-Ocean Group, holding 29.59% of its equity interest, but Sino-Ocean Group is not a connected person of the Company under the Listing Rules. The Acquisition is not a connected transaction of the Company under Chapter 14A of the Listing Rules, nor does it constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules.

In addition to the use of funds for the Acquisition, the remaining funds from the Capital Injection will be used for such other projects as the Manager may determine from time to time that meet the investment targets and requirements as specified in the Partnership Agreement.

The Directors (including the Independent Non-executive Directors) are of the view that the Capital Injection is conducted by the Company in its ordinary and usual course of business, on normal commercial terms, is fair and reasonable and in the interests of the Company and its shareholders as a whole. As Mr. Bai Tao, Mr. Li Mingguang, Mr. Wang Junhui and Ms. Zhuo Meijuan may be regarded as having an interest in the Capital Injection, they have abstained from voting on the resolution in respect of the Capital Injection at the meeting of the Board.

## **LISTING RULES IMPLICATIONS**

CLIC, the controlling shareholder of the Company, currently holds approximately 68.37% of the issued share capital of the Company, and is a connected person of the Company. China Life Properties is an indirect wholly-owned subsidiary of CLIC and is also a connected person of the Company. As such, the Capital Injection constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. Given that one or more of the applicable percentage ratios in respect of the Capital Injection are more than 0.1% but less than 5%, the Capital Injection is subject to the reporting and announcement requirements but exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

## **GENERAL INFORMATION**

The Company is one of the leading life insurance companies in the PRC. It offers personal insurance businesses, including life insurance, health insurance and accident insurance businesses, reinsurance relating to the above insurance businesses, use of funds permitted by applicable PRC laws and regulations or the State Council, as well as all types of personal insurance services, consulting business and agency business, sales of securities investment fund, and other businesses permitted by the NFRA.

CLIC, the controlling shareholder of the Company, offers insurance policies to groups and individuals, which are managed by the Company under the policy management agreements. CLIC is held as to 90% and 10% by the Ministry of Finance of the PRC and the National Council for Social Security Fund, respectively.

China Life Capital is an indirect wholly-owned subsidiary of CLIC. China Life Capital was established in November 1995 with a registered capital of RMB1,000 million. Its principal businesses are investment management and asset management. China Life Capital is a platform for professional investment and management of funds within CLIC with a focus on investment in real assets in such sectors as commercial properties and infrastructures. Currently, China Life Capital has a total of 34 funds and products under management, with a cumulative contractual size of over RMB200 billion.

China Life Properties is a wholly-owned subsidiary of China Life Capital. China Life Properties was established in August 2017 with a registered capital of RMB50 million. Its principal businesses are investment management, investment consulting and asset management. China Life Properties is positioned as the general partner of China Life Capital, with an aim to establish private equity funds in the form of limited partnership.

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

“Acquisition”	the proposed acquisition by the Partnership of 49.895% equity interest in and relevant debts of the Project Company indirectly held by Sino-Ocean Group at a consideration of not more than RMB3,100,000,000
“Announcements”	the announcements of the Company dated 28 October 2020 and 25 August 2021 in relation to the formation of the Partnership
“Board”	the board of Directors of the Company
“Capital Injection”	the additional capital contribution of RMB4,900,000,000 to be made by the Company to the Partnership in accordance with the Supplemental Agreement
“China Life Capital”	國壽資本投資有限公司 (China Life Capital Investment Company Limited), a company established under the laws of the PRC with limited liability, and an indirect wholly-owned subsidiary of CLIC
“China Life Properties”	國壽置業投資管理有限公司 (China Life Properties Investment Management Company Limited), a company established under the laws of the PRC with limited liability, and a wholly-owned subsidiary of China Life Capital
“CLIC”	中國人壽保險(集團)公司 (China Life Insurance (Group) Company), a state-owned enterprise established under the laws of the PRC, and the controlling shareholder of the Company
“Company”	China Life Insurance Company Limited, a joint stock limited liability company established under the laws of the PRC
“connected person”	has the meaning given to it under the Listing Rules
“controlling shareholder”	has the meaning given to it under the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Manager”	the entity that provides daily operation and investment management services to the Partnership, being China Life Capital
“NFRA”	the National Financial Regulatory Administration
“Partnership”	國壽啓航壹期(天津)股權投資基金合夥企業(有限合夥) (China Life Qihang Phase I (Tianjin) Equity Investment Fund Partnership (Limited Partnership)), a limited partnership established under the laws of the PRC
“Partnership Agreement”	the partnership agreement dated 20 November 2020 entered into by the Company (as the limited partner) with China Life Properties (as the general partner)
“PRC”	the People’s Republic of China, which for the purposes of this announcement excludes Hong Kong, Macau Special Administrative Region and Taiwan region
“Project Company”	北京星泰通港置業有限公司 (Beijing Xingtai Tonggang Real Estate Co., Ltd.), a company established under the laws of the PRC with limited liability
“RMB”	Renminbi, the lawful currency of the PRC
“Sino-Ocean Group”	Sino-Ocean Group Holding Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange (stock code: 03377)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning given to it under the Listing Rules
“Supplemental Agreement”	the supplemental agreement to the Partnership Agreement to be entered into by the Company with China Life Properties

By Order of the Board  
**China Life Insurance Company Limited**  
**Heng Victor Ja Wei**  
*Company Secretary*

Hong Kong, 26 April 2024

As at the date of this announcement, the Board of the Company comprises:

*Executive Directors:*

Bai Tao, Li Mingguang

*Non-executive Directors:*

Wang Junhui, Zhuo Meijuan

*Independent Non-executive Directors:*

Lam Chi Kuen, Zhai Haitao, Huang Yiping, Chen Jie