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CHINA LIFE INSURANCE CO LTD
Form F-6 POS
December 15, 2006

As filed with the U.S. Securities and Exchange Commission on December 14, 2006

Registration No. 333-110622

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 1 TO

FORM F-6

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
For Depository Shares Evidenced by American Depositary Receipts

China Life Insurance Company Limited

(Exact name of issuer of deposited securities as specified in its charter)

China Life Insurance Company Limited
(Translation of issuer's name into English)

The People's Republic of China
(Jurisdiction of incorporation or organization of issuer)

JPMORGAN CHASE BANK, N.A.
(Exact name of depository as specified in its charter)

4 New York Plaza, New York, NY 10004
Telephone (212) 623-0636
(Address, including zip code, and telephone number, including area code, of
depository's principal executive offices)

CT Corporation System
111 Eighth Avenue, 13th Floor
New York, New York 10011
(212) 894-8940
(Address, including zip code, and telephone number, including area code,
of agent for service)

Copy to:

Scott A. Ziegler, Esq.
Ziegler, Ziegler & Associates LLP
570 Lexington Avenue, 44th Floor
New York, New York 10022
(212) 319-7600

It is proposed that this filing become effective under Rule 466

immediately upon filing

on (Date) at (Time)

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If a separate registration statement has been filed to register the deposited shares, check the following box.

CALCULATION OF REGISTRATION FEE

| Title of each class of Securities to be registered | Amount to be registered | Proposed maximum aggregate price per unit (1) | Proposed aggregate price |
|--|-------------------------|---|--------------------------|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing 15 overseas listed foreign-invested shares, or H shares, of China Life Insurance Company Limited | N/A | N/A | N/A |

- (1) Each Unit represents 100 American Depositary Shares.
- (2) Estimated solely for the purpose of calculating the registration fee. Pursuant to Rule 457(k), such estimate is computed on the basis of the maximum aggregate fees or charges to be imposed in connection with the issuance of American Depositary Receipts evidencing American Depositary Shares.

PART I
INFORMATION REQUIRED IN PROSPECTUS

The Prospectus consists of the proposed form of American Depositary Receipt ("ADR" or "American Depositary Receipt") included as Exhibit A to the Amendment to Deposit Agreement filed as Exhibit (a) (2) to this Registration Statement, which is incorporated herein by reference.

CROSS REFERENCE SHEET

Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

| Item Number and Caption | Location in Form of American Depositary Receipt Filed Herewith as |
|--|---|
| (1) Name and address of Depositary | Introductory paragraph |
| (2) Title of American Depositary Receipts and identity of deposited securities | Face of American Depositary Receipt |
| Terms of Deposit: | |
| (i) Amount of deposited securities represented by one unit of American Depositary Shares | Face of American Depositary Receipt, corner |
| (ii) Procedure for voting, if any, the deposited securities | Paragraph (12) |
| (iii) Collection and distribution of dividends | Paragraphs (4), (5), (7) and (8) |
| (iv) Transmission of notices, reports and proxy soliciting material | Paragraphs (3), (8) and (11) |

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| | | |
|--------|---|-------------------------------|
| (v) | Sale or exercise of rights | Paragraphs (4), (5) and (10) |
| (vi) | Deposit or sale of securities resulting from dividends, splits or plans of reorganization | Paragraphs (4), (5), (10) |
| (vii) | Amendment, extension or termination of the Deposit Agreement | Paragraphs (16) and (17) |
| (viii) | Rights of holders of receipts to inspect the transfer books of the Depositary and the list of Holders of receipts | Paragraph (3) |
| (ix) | Restrictions upon the right to deposit or withdraw the underlying securities | Paragraphs (1), (2), (4), (5) |
| (x) | Limitation upon the liability of the Depositary | Paragraph (14) |
| (3) | Fees and Charges | Paragraph (7) |

Item 2. AVAILABLE INFORMATION

| Item Number and Caption | | Location in Form of American Depositary Receipts Filed Herewith as Prospectus |
|-------------------------|---|---|
| | | |
| (b) | Statement that China Life Insurance Company Limited is subject to the periodic reporting requirements of the Securities Exchange Act of 1934 and, accordingly files certain reports with the Commission, and that such reports can be inspected by holders of American Depositary Receipts and copied at public reference facilities maintained by the Commission in Washington, D.C. | Paragraph (8) |

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 3. EXHIBITS

- (a) (1) Form of Deposit Agreement. Form of Deposit Agreement dated as of , 2003 among China Life Insurance Company Limited, JPMorgan Chase Bank, N.A. as depositary (the "Depositary"), and all holders from time to time of ADRs issued thereunder (the "Deposit Agreement"). Previously filed as an exhibit to Registration Statement No. 333-110622 and incorporated herein by reference.
- (a) (2) Form of Amendment to Deposit Agreement. Form of Amendment to Deposit Agreement, including the Form of American Depositary Receipt, is filed herewith as Exhibit (a) (2).
- (b) Any other agreement to which the Depositary is a party relating to the issuance of the American Depositary Shares registered hereunder or the custody of the deposited securities represented thereby. Not Applicable.
- (c) Every material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities

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in effect at any time within the last three years. Not Applicable.

- (d) Opinion of Ziegler, Ziegler & Associates LLP, counsel to the Depositary, as to the legality of the securities being registered. Previously filed as an exhibit to Registration Statement No. 333-110622 and incorporated herein by reference.
- (e) Certification under Rule 466. Filed herewith as Exhibit (e)
- (f) Power of Attorney. Included as part of the signature pages hereto.

Item 4. UNDERTAKINGS

- (a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the American Depositary Receipts, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities, and (2) made generally available to the holders of the underlying securities by the issuer.
- (b) If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an American Depositary Receipt thirty days before any change in the fee schedule.

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, JPMorgan Chase Bank, N.A., on behalf of the legal entity created by the Deposit Agreement, certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in The City of New York, State of New York, on December 13, 2006.

Legal entity created by the form of Deposit Agreement for the issuance of ADRs evidencing American Depositary Shares

By: JPMORGAN CHASE BANK, N.A., as Depositary

By: /s/Joseph M. Leinhauser

Name: Joseph M. Leinhauser
Title: Vice President

SIGNATURES

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Pursuant to the requirements of the Securities Act of 1933, China Life Insurance Company Limited certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, on December 13, 2006.

CHINA LIFE INSURANCE COMPANY LIMITED

By: /s/ Wu Yan

Name: Wu Yan

Title: Executive Director and President

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Wu Yan and Wan Fang, jointly and severally, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including pre-effective and post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment to Registration Statement on Form F-6 has been signed by the following persons in the capacities indicated as of December 13, 2006.

Signatures

Title

/s/Yang Chao

Chairman of the Board and Executive Director

Yang Chao

/s/Wu Yan

Executive Director and President

Wu Yan

/s/Wan Feng

Director and Vice President

Wan Feng

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| | |
|--|---|
| ----- Miao Fuchun | Non-Executive Director |
| /s/Shi Guoqing ----- Shi Guoqing | Non-Executive Director |
| /s/Zhuang Zuojin ----- Zhuang Zuojin | Non-Executive Director |
| /s/Long Yongtu ----- Long Yongtu | Independent Non-Executive Director |
| /s/Sun Shuyi ----- Sun Shuyi | Independent Non-Executive Director |
| ----- Cai Rang | Independent Non-Executive Director |
| /s/Ma Yongwei ----- Ma Yongwei | Independent Non-Executive Director |
| /s/Chau Tak Hay ----- Chau Tak Hay | Independent Non-Executive Director |
| /s/Liu Jiade ----- Liu Jiade | Chief Financial Officer |
| /s/Donald J. Puglisi ----- Donald J. Puglisi | Authorized Representative in the United States |

INDEX TO EXHIBITS

Exhibit
Number

- (a) (2) Form of Amendment to Deposit Agreement.
- (e) Rule 466 Certification