
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in China Reinsurance (Group) Corporation, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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China Reinsurance (Group) Corporation

中國再保險(集團)股份有限公司

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

(Stock Code: 1508)

**ELECTION OF MS. ZHU XIAOYUN
AS AN EXECUTIVE DIRECTOR OF
THE FIFTH SESSION OF THE BOARD OF DIRECTORS
ELECTION OF MR. KEUNG YUI FAI
AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF
THE FIFTH SESSION OF THE BOARD OF DIRECTORS
AND
NOTICE OF THE SECOND EXTRAORDINARY
GENERAL MEETING OF 2024**

The EGM of China Reinsurance (Group) Corporation will be held by way of on-site meeting at the meeting room on 24th Floor, China Re Building, No. 11 Jinrong Avenue, Xicheng District, Beijing, the PRC on Tuesday, 8 October 2024 at 2:30 p.m.. The notice of the EGM is set out on pages 7 to 8 of this circular.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon not less than 24 hours before the time appointed for the holding of the EGM (i.e. before Monday, 7 October 2024 at 2:30 p.m.) or any adjournment thereof (as the case may be). Completion and return of a proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

19 September 2024

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company as adopted at the shareholders’ meeting held on 26 June 2015, 24 October 2017, 28 June 2018 and 27 June 2023, and approved by the former China Insurance Regulatory Commission on 9 July 2015 and 2 March 2016, by the former China Banking and Insurance Regulatory Commission on 16 January 2019 and by the National Financial Regulatory Administration on 29 January 2024
“Board” or “Board of Directors”	the board of directors of the Company
“Company”	China Reinsurance (Group) Corporation (中國再保險(集團)股份有限公司)
“Director(s)”	the director(s) of the Company
“EGM”	the second extraordinary general meeting of 2024 of the Company to be held by way of on-site meeting at the meeting room on 24th Floor, China Re Building, No.11 Jinrong Avenue, Xicheng District, Beijing, the PRC at 2:30 p.m. on Tuesday, 8 October 2024
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC” or “China”	the People’s Republic of China, and for the purpose of this circular only, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, including H shares and domestic shares
“Shareholder(s)”	holder(s) of the Share(s)

LETTER FROM THE BOARD



China Reinsurance (Group) Corporation

中國再保險(集團)股份有限公司

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

(Stock Code: 1508)

Executive Directors:

Mr. He Chunlei (*Chairman*)

Mr. Zhuang Qianzhi (*Vice Chairman*)

Non-executive Directors:

Ms. Wang Xiaoya

Mr. Yang Changsong

Ms. Jia Xiangxiang

Mr. Zhou Zheng

Independent non-executive Directors:

Ms. Jiang Bo

Mr. Dai Deming

Ms. Ye Mei

Registered office and headquarters:

No. 11 Jinrong Avenue

Xicheng District

Beijing

PRC

Principal place of business in Hong Kong:

Room 1618

Sun Hung Kai Centre

30 Harbour Road

Wan Chai

Hong Kong

19 September 2024

To the Shareholders

**ELECTION OF MS. ZHU XIAOYUN AS AN EXECUTIVE DIRECTOR OF
THE FIFTH SESSION OF THE BOARD OF DIRECTORS
ELECTION OF MR. KEUNG YUI FAI
AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF
THE FIFTH SESSION OF THE BOARD OF DIRECTORS
AND
NOTICE OF THE SECOND EXTRAORDINARY
GENERAL MEETING OF 2024**

INTRODUCTION

The purpose of this circular is to provide you the notice of the EGM and the information on the proposed resolutions to be considered at the EGM to enable you to make an informed decision on whether to vote for or against the resolutions at the EGM.

LETTER FROM THE BOARD

RESOLUTION ON THE ELECTION OF MS. ZHU XIAOYUN AS AN EXECUTIVE DIRECTOR OF THE FIFTH SESSION OF THE BOARD OF DIRECTORS

An ordinary resolution will be proposed at the EGM for Shareholders to consider and approve the election of Ms. Zhu Xiaoyun as an executive Director of the fifth session of the Board of Directors.

In accordance with the relevant provisions of the laws, regulations, regulatory requirements and the Articles of Association, the Board of Directors proposes to elect Ms. Zhu Xiaoyun as an executive Director for the fifth session of the Board. Her term of office shall commence from the date on which her qualification as a director is approved by the National Financial Regulatory Administration and the performance of the procedural requirements set out in the Articles of Association is completed and end on the expiration of the term of the fifth session of the Board. She may serve consecutive terms if she is re-elected upon expiration of her term of office.

Biographical details and other related information of Ms. Zhu Xiaoyun are as follows:

Ms. Zhu Xiaoyun, born in August 1975, holds a master's degree in economics and is an economist. She currently serves as the vice president, the Board secretary and joint company secretary of the Company and concurrently serves as the chairman of the board of directors of China Property & Casualty Reinsurance Company Ltd. Ms. Zhu joined the Company in 1998 and had served as the deputy head of the Board Office of the Company, the head of the General Office (CPC Committee Office) of the Company, the general manager of the Human Resources Department of the Company, a director of Huatai Insurance Agency & Consultant Service Ltd., and a director of China Insurance Media Company Ltd. (currently known as China Financial Media Company Limited).

Save as disclosed above, Ms. Zhu Xiaoyun confirms that: (1) she has not held any directorships in other listed companies in the past three years, and she does not hold any other major appointments or professional qualifications; (2) she does not hold any other positions in the Company or any of its subsidiaries; (3) she does not have any relationships with any Directors, supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company or any of its subsidiaries; and (4) as of the date of this circular, she does not hold any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong.

Ms. Zhu Xiaoyun will enter into a director's service contract with the Company. During her term of office, Ms. Zhu Xiaoyun, as an executive Director, will receive remuneration in accordance with the relevant requirements of the Ministry of Finance. Her remuneration includes three parts, namely basic annual salary, performance-based annual salary and tenure incentive income, which shall be submitted to the Shareholders' general meeting for approval after the end of each year.

Ms. Zhu Xiaoyun also confirms that there is no other information to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor is there any other matter relating to her appointment that needs to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

RESOLUTION ON THE ELECTION OF MR. KEUNG YUI FAI AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR OF THE FIFTH SESSION OF THE BOARD OF DIRECTORS

An ordinary resolution will be proposed at the EGM for Shareholders to consider and approve the election of Mr. Keung Yui Fai as an independent non-executive Director of the fifth session of the Board of Directors.

In accordance with the relevant provisions of the laws, regulations, regulatory requirements and the Articles of Association, the Board of Directors proposes to elect Mr. Keung Yui Fai as an independent non-executive Director for the fifth session of the Board. His term of office shall commence from the date of approval by the National Financial Regulatory Administration of his qualification as a Director and the performance of the procedural requirements set out in the Articles of Association and end on the expiration of the term of the fifth session of the Board. He may serve consecutive terms if he is re-elected upon expiration of his term of office.

Biographical details and other related information of Mr. Keung Yui Fai are as follows:

Mr. Keung Yui Fai was born in June 1960. Mr. Keung Yui Fai graduated from the University of New South Wales, Australia with a bachelor of commerce and law degree, and was admitted as a solicitor of the Supreme Court of New South Wales, Australia as well as the Supreme Court of Singapore. Mr. Keung Yui Fai was once the principal partner of So Keung Yip & Sin, and between 1999 and 2002, Mr. Keung Yui Fai was an independent non-executive director of I-China Holdings Limited (“**I-China**”). Mr. Keung Yui Fai is a practicing solicitor, a Notary Public and a China-Appointed Attesting Officer in Hong Kong. Mr. Keung Yui Fai became a partner of Guantao & Chow Solicitors and Notaries on 2 September 2024.

Save as disclosed above, Mr. Keung Yui Fai confirms that: (1) he has not held any directorships in other listed companies in the past three years, and he does not hold any other major appointments or professional qualifications; (2) he does not hold any other positions in the Company or its subsidiaries; (3) he does not have any relationships with any Directors, supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company or any of its subsidiaries; and (4) as of the date of this circular, he does not hold any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong.

Mr. Keung Yui Fai will enter into a director’s service contract with the Company. During his term of office, Mr. Keung Yui Fai, as an independent non-executive Director, will receive independent non-executive Directors’ fees on a monthly basis. According to the current remuneration standard of the Company, the annual fee of an independent non-executive Director is RMB250,000 (before tax).

A winding up petition was presented in Hong Kong against I-China in December 2002 and a provisional liquidator was appointed. With the completion of the debt restructuring, the said winding up petition was eventually dismissed in April 2004 and such company remains as a company listed on Hong Kong Stock Exchange (stock code: 00240) till now. Save as disclosed above, Mr. Keung Yui Fai also confirms that there is no other information required to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters relating to his appointment that needs to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

Mr. Keung Yui Fai further confirms that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules. In particular, Mr. Keung Yui Fai has confirmed:

- (1) his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules;
- (2) that he has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and
- (3) that there are no other factors that may affect his independence at the time of his appointment.

The Company considers that Mr. Keung Yui Fai is independent pursuant to the guidelines on independence under the Listing Rules. The nomination and remuneration committee of the Board has assessed and reviewed the independence of Mr. Keung Yui Fai and considers that Mr. Keung Yui Fai has satisfied the independence requirements.

The nomination and remuneration committee of the Board has reviewed and assessed the background, professional skills and experience of Mr. Keung Yui Fai and taken into account such factors including but not limited to age, culture, educational background and other relevant factors, in respect of the board diversity policy. The nomination and remuneration committee of the Board is of the view that Mr. Keung Yui Fai has the basic knowledge of the operation of a listed company, is familiar with the relevant laws, administrative regulations, rules and other regulatory documents, has laws, economics, finance, management or other working experience necessary for performing the duties as an independent non-executive Director, will properly perform the duties and responsibilities as an independent non-executive Director and make positive contributions to the development of the Company. Mr. Keung Yui Fai will also contribute to the diversity of the Board in various aspects, including age, cultural and educational background, professional experience, skills and knowledge, etc.

THE SECOND EXTRAORDINARY GENERAL MEETING OF 2024

The EGM will be held by way of on-site meeting at the meeting room on 24th Floor, China Re Building, No. 11 Jinrong Avenue, Xicheng District, Beijing, the PRC on Tuesday, 8 October 2024 at 2:30 p.m. to consider and, if thought fit, to approve the resolutions in respect of the matters described above. A form of proxy has been published in accordance with the Listing Rules on 19 September 2024. The notice of the EGM is set out in this circular.

For the purpose of determining the identity of the Shareholders entitled to attend the EGM, the register of members of the Company will be closed from Thursday, 3 October 2024 to Tuesday, 8 October 2024, both days inclusive, during which period no transfer of Shares will be effected. Holders of H Shares and domestic Shares whose names appear on the register of the members of the Company on Tuesday, 8 October 2024 shall be entitled to attend and vote at the EGM. For unregistered holders of H Shares who intend to attend the EGM, all transfer

LETTER FROM THE BOARD

documents accompanied by the relevant share certificates must be 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, Wan Chai, Hong Kong, no later than 4:30 p.m. on Wednesday, 2 October 2024 for share registration.

Completion and return of a proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

The resolutions proposed at the EGM will be voted on by way of poll.

RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the resolutions set out in the notice of the EGM for consideration and approval by the Shareholders are in the interests of the Company and the Shareholders as a whole and accordingly recommends the Shareholders to vote in favour of all resolutions to be proposed at the EGM.

By order of the Board
China Reinsurance (Group) Corporation
He Chunlei
Chairman



China Reinsurance (Group) Corporation

中國再保險(集團)股份有限公司

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

(Stock Code: 1508)

**NOTICE OF THE SECOND EXTRAORDINARY
GENERAL MEETING OF 2024**

NOTICE IS HEREBY GIVEN that the second extraordinary general meeting of 2024 (the “**EGM**”) of China Reinsurance (Group) Corporation (the “**Company**”) will be held by way of on-site meeting at the meeting room on 24th Floor, China Re Building, No. 11 Jinrong Avenue, Xicheng District, Beijing, the PRC at 2:30 p.m. on Tuesday, 8 October 2024 for the purposes of considering, and if thought fit, approving the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the resolution on the election of Ms. Zhu Xiaoyun as an executive director of the fifth session of the board of directors
2. To consider and approve the resolution on the election of Mr. Keung Yui Fai as an independent non-executive director of the fifth session of the board of directors

By order of the Board
China Reinsurance (Group) Corporation
He Chunlei
Chairman

Beijing, the PRC
19 September 2024

NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2024

Notes:

1. Closure of register of members and eligibility for attending and voting at the EGM

For the purpose of determining the identity of the shareholders entitled to attend the EGM, the register of members of the Company will be closed from Thursday, 3 October 2024 to Tuesday, 8 October 2024, both days inclusive, during which period no transfer of shares will be effected. Holders of H shares and domestic shares whose names appear on the register of members of the Company on Tuesday, 8 October 2024 shall be entitled to attend and vote at the EGM. For unregistered holders of H shares of the Company who intend to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be 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, Wan Chai, Hong Kong no later than 4:30 p.m. on Wednesday, 2 October 2024 for share registration.

2. Proxy

A shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company but must attend the EGM in person to represent the relevant shareholder. The instrument appointing a proxy must be in writing under the hand of a shareholder or his/her attorney duly authorised in writing. If the shareholder is a corporation, that instrument must be executed either under its common seal or under the hand of its director(s) or duly authorised attorney. If that instrument is signed by an attorney of the shareholder, the power of attorney authorising that attorney to sign or other authorization document must be notarised. In order to be valid, the proxy form together with the notarised power of attorney or other authorization document(s) (if any) must be deposited at the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for holders of H shares not less than 24 hours before the time fixed for the holding of the EGM (i.e. before Monday, 7 October 2024 at 2:30 p.m.) or any adjournment thereof (as the case may be). Completion and return of a proxy form will not preclude a shareholder from attending and voting in person at the EGM or any adjournment thereof if he/she so wishes.

3. Voting by poll

According to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), any vote of shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution which relates to a procedural or administrative matter to be voted on by a show of hands. As such, resolutions set out in this notice of EGM will be voted on by way of poll. Result of the poll voting will be published on the website of the Company (www.chinare.com.cn) and the HKExnews website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) in accordance with the Listing Rules.

4. Other business

The EGM is expected to last for half a day. Shareholders or their proxies attending the EGM (and any adjournment thereof) shall produce their identity documents. Shareholders or their proxies attending the EGM shall be responsible for their own travelling and accommodation expenses.