

If you are in doubt as to any aspect of this supplemental 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 supplemental circular and the accompanying revised 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this supplemental circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this supplemental circular.



China Reinsurance (Group) Corporation

中國再保險(集團)股份有限公司

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

(Stock Code: 1508)

**SUPPLEMENTAL CIRCULAR
ELECTION OF
MR. LI BINGQUAN AS A NON-EXECUTIVE DIRECTOR OF THE
FOURTH SESSION OF THE BOARD OF DIRECTORS OF
THE COMPANY
MATTERS REGARDING REMUNERATION OF
DIRECTORS AND SUPERVISORS OF THE COMPANY
FOR THE YEAR 2020
DONATION TO THE SOCIETY OF
THE COMPANY IN 2021
AND
REVISED NOTICE OF
THE SECOND EXTRAORDINARY GENERAL MEETING OF 2021**

This supplemental circular should be read in conjunction with the circular (the “**Original Circular**”) and the notice (the “**Original Notice**”) of the Company dated 14 September 2021 dispatched to Shareholders in relation to the EGM.

The EGM of China Reinsurance (Group) Corporation will be held at the meeting room on 24th Floor, China Re Building, No.11 Jinrong Avenue, Xicheng District, Beijing, the PRC at 9:30 a.m. on Friday, 29 October 2021. The revised notice of the EGM is set out on pages 11 to 13 of this supplemental circular.

A revised proxy form for use at the EGM (the “**Revised Proxy Form**”) is enclosed in this supplemental circular and published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Company (www.chinare.com.cn).

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying Revised 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 9:30 a.m. on Thursday, 28 October 2021) or any adjournment thereof (as the case may be).

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip accompanying the Original Circular (dispatched on 14 September 2021) in accordance with the instructions printed thereon on or before Friday, 8 October 2021. Completion and return of the Revised Proxy Form will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
Introduction	2
Resolution on the Election of Mr. Li Bingquan as a Non-executive Director of the Fourth Session of the Board of Directors of the Company	3
Resolution on Matters regarding Remuneration of Directors and Supervisors of the Company for the Year 2020	4
Resolution on the Donation to the Society of the Company in 2021	8
The Second Extraordinary General Meeting of 2021	8
Recommendation	10
REVISED NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2021	11

DEFINITIONS

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

“Articles of Association”	the articles of association of our Company as adopted at our shareholders’ meeting held on 26 June 2015, 24 October 2017, 28 June 2018 and approved by the CBIRC on 9 July 2015, 2 March 2016 and 16 January 2019
“Board” or “Board of Directors”	the board of directors of the Company
“Board of Supervisors”	the board of supervisors of the Company
“CBIRC”	China Banking and Insurance Regulatory Commission
“Company” or “China Re Group”	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 2021 of the Company to be held at the meeting room on 24th Floor, China Re Building, No.11 Jinrong Avenue, Xicheng District, Beijing, the PRC at 9:30 a.m. on Friday, 29 October 2021
“Group”	the Company and its subsidiaries (unless the context otherwise requires)
“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
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) in the 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)
“Supervisor(s)”	the supervisor(s) of the Company

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 company incorporated in the People's Republic of China)

(Stock Code: 1508)

Executive Directors:

Mr. Yuan Linjiang (*Chairman*)

Mr. He Chunlei (*Vice Chairman*)

Mr. Zhuang Qianzhi

Registered office and headquarters:

No.11 Jinrong Avenue

Xicheng District

Beijing

PRC

Non-executive Directors:

Mr. Wen Ning

Ms. Wang Xiaoya

Mr. Liu Xiaopeng

Principal place of business in Hong Kong:

Room 1618

Sun Hung Kai Centre

30 Harbour Road

Wanchai

Hong Kong

Independent non-executive Directors:

Mr. Hao Yansu

Mr. Li Sanxi

Ms. Mok Kam Sheung

Ms. Jiang Bo

5 October 2021

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR
ELECTION OF
MR. LI BINGQUAN AS A NON-EXECUTIVE DIRECTOR OF THE
FOURTH SESSION OF THE BOARD OF DIRECTORS OF
THE COMPANY
MATTERS REGARDING REMUNERATION OF
DIRECTORS AND SUPERVISORS OF THE COMPANY
FOR THE YEAR 2020
DONATION TO THE SOCIETY OF
THE COMPANY IN 2021
AND
REVISED NOTICE OF
THE SECOND EXTRAORDINARY GENERAL MEETING OF 2021**

INTRODUCTION

Reference is made to the Original Circular and the Original Notice of the Company dated 14 September 2021 dispatched to Shareholders in relation to the EGM.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide you the revised notice of the EGM (the “**Revised Notice**”) and the information on the 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.

RESOLUTION ON THE ELECTION OF MR. LI BINGQUAN AS A NON-EXECUTIVE DIRECTOR OF THE FOURTH SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY

An ordinary resolution will be proposed at the EGM for Shareholders to consider and approve the election of Mr. Li Bingquan as a non-executive Director of the fourth session of the Board of Directors of the Company.

Due to work requirement, Mr. Li Bingquan has been nominated as a candidate for the non-executive Director of the fourth session of the Board of Directors.

Biographical details of Mr. Li Bingquan are as follows:

Mr. Li Bingquan, born in June 1972, is a senior auditor. Mr. Li is currently a managing director of Central Huijin Investment Ltd. Before joining the Company, Mr. Li served as the cadre, deputy senior staff member, senior staff member and deputy director of general office of Jinan Resident Audit Office of the National Audit Office of the PRC; the head of the internal audit team of the general office of the Board of Supervisors/internal audit department, and the senior deputy manager and senior manager of the general office of the Board of Supervisors/internal audit department of China Investment Corporation. Mr. Li obtained a bachelor’s degree in finance from Shandong Economic University (currently known as Shandong University of Finance and Economics), a bachelor’s degree in law from China University of Political Science and Law and a master’s degree in business administration from Shandong University.

Save as disclosed above, Mr. Li Bingquan confirms that (1) he has not held any other directorships in other listed public 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 any of 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 at the date of this supplemental circular, he does not hold any interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong.

The Board of Directors has agreed to nominate Mr. Li Bingquan as a non-executive Director candidate of the fourth session of the Board of Directors. His term of office will commence from the date of approval by the CBIRC 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 fourth session of the Board. He may serve consecutive terms if he is re-elected upon expiration of his term of office.

LETTER FROM THE BOARD

Mr. Li Bingquan will enter into a Director's service contract with the Company. During his term of office, Mr. Li Bingquan will not receive any remuneration as a Director from the Company.

Mr. Li Bingquan 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 his appointment that needs to be brought to the attention of the Shareholders.

RESOLUTION ON MATTERS REGARDING REMUNERATION OF DIRECTORS AND SUPERVISORS OF THE COMPANY FOR THE YEAR 2020

According to the relevant requirements of the Articles of Association, an ordinary resolution will be proposed at the EGM for the Shareholders to consider and approve the matters regarding remuneration of Directors and Supervisors of the Company for the year 2020.

I. Scope of Individuals

The personnel in this resolution include executive Directors, non-executive Director, independent non-executive Directors, shareholder representative Supervisors and employee representative Supervisors of China Re Group. Details are as follows:

No.	Name	Position	Note
1	Yuan Linjiang	Executive Director	
2	He Chunlei	Executive Director	
3	Ren Xiaobing	Executive Director	
4	Wang Pingsheng	Former Executive Director	Retired in February 2018
5	Lu Xiuli	Non-executive Director	
6	Wen Ning	Non-executive Director	
7	Wang Xiaoya	Non-executive Director	
8	Liu Xiaopeng	Non-executive Director	
9	Hao Yansu	Independent Non-executive Director	
10	Li Sanxi	Independent Non-executive Director	
11	Mok Kam Sheung	Independent Non-executive Director	
12	Jiang Bo	Independent Non-executive Director	
13	Zhang Hong	Former Chairman of the Board of Supervisors	Transferred from China Re Group in September 2019

LETTER FROM THE BOARD

No.	Name	Position	Note
14	Zhu Yong	Shareholder Representative Supervisor	
15	Zeng Cheng	Shareholder Representative Supervisor	
16	Qin Yueguang	Employee Representative Supervisor	
17	Li Jingye	Employee Representative Supervisor	

II. Basis of Remuneration

(1) Executive Directors and Chairman of the Board of Supervisors

According to the relevant requirements of the Ministry of Finance, the remuneration standards for the year 2020 of Mr. Yuan Linjiang, Mr. He Chunlei, Mr. Ren Xiaobing, Mr. Wang Pingsheng and Mr. Zhang Hong are determined based on the Interim Administrative Measures for the Remuneration of Responsible Officers of Central Financial Enterprises (Cai Jin [2015] No. 58) (《中央金融企業負責人薪酬管理暫行辦法》) (hereinafter as the “**Measures**”) issued by the Ministry of Finance.

(2) Independent Non-executive Directors

The remuneration standards for the year 2020 of independent non-executive Directors of Mr. Hao Yansu, Mr. Li Sanxi, Ms. Mok Kam Sheung and Ms. Jiang Bo, who are the independent non-executive Directors, are determined in accordance with the Resolution on Matters Regarding Remuneration of Independent Directors for the Fourth Session of the Board of Directors of China Reinsurance (Group) Corporation, which was considered and approved at the first extraordinary general meeting of 2019 of China Re Group on 28 March 2019 and receive the remuneration of independent non-executive Director on a monthly basis.

(3) Non-executive Directors and Shareholder Representative Supervisors

Non-executive Directors and shareholder representative Supervisors do not receive remuneration in China Re Group.

(4) Employee Representative Supervisors

Mr. Qin Yueguang and Mr. Li Jingye, employee representative Supervisors, have not received any remuneration related to employee representative Supervisors in 2020.

LETTER FROM THE BOARD

III. Remuneration Standard

(1) *Remuneration Standards of Executive Directors and Chairman of the Board of Supervisors*

According to the requirements stipulated in the Measures, the remuneration standards of executive Directors and chairman of the Board of Supervisors for the year 2020 are listed as below (unit: in RMB ten thousand before tax, same as below):

Name	Position	No. of paid months in 2020	Actual basic annual salary standard	Actual performance-based annual salary	Tenure incentive income for 2018-2020	Actual payable amount
Yuan Linjiang	Secretary of the Party Committee, Chairman	12	35.39	33.35	44.34	113.08
He Chunlei	Deputy Secretary of the Party Committee, Vice Chairman, President	12	35.39	33.35	43.15	111.89
Ren Xiaobing	Member of the Party Committee, Executive Director, Vice President	12	31.85	31.27	41.92	105.04
Wang Pingsheng	Former Member of the Party Committee, Executive Director	0	0	0	2.06	2.06
Zhang Hong	Former Deputy Secretary of the Party Committee, Chairman of the Board of Supervisors	0	0	0	24.70	24.70

Notes:

1. Mr. Zhang Hong was transferred out of China Re Group in September 2019 due to organizational restructuring and ceased to be the deputy secretary of the Party Committee of China Re Group. Due to the performance of governance procedures, he ceased to be the chairman of the Board of Supervisors of China Re Group with effect from 13 July 2020. He can receive tenure incentive, which shall be calculated from January 2018 to September 2019;
2. Mr. Wang Pingsheng, who reached the statutory retirement age in February 2018, can receive tenure incentive.

LETTER FROM THE BOARD

(2) *Remuneration Standard of Independent Non-executive Directors*

Name	Position	No. of paid months in 2020	Remuneration standard of independent non-executive Directors in 2020
Hao Yansu	Independent Non- executive Director	12	25.00
Li Sanxi	Independent Non- executive Director	12	25.00
Mok Kam Sheung	Independent Non- executive Director	12	25.00
Jiang Bo	Independent Non- executive Director	12	25.00

IV. Payment of Remuneration

According to the Measures, the remuneration of Mr. Yuan Linjiang, Mr. He Chunlei, Mr. Ren Xiaobing, Mr. Wang Pingsheng and Mr. Zhang Hong for the year 2020 (including tenure incentive income for 2018-2020) will be settled in accordance with the above standards, and the outstanding portion will be paid in one lump sum.

V. Welfare Income

The welfare income of the executive Directors and chairman of the Board of Supervisors of China Re Group for the year 2020 includes, among others, the social insurance, housing fund, enterprise annuity and supplementary medical insurance which comply with the requirements of the PRC, details of which are as follows:

Name	Contributions for social insurance, housing fund, enterprise annuity and supplementary medical insurance (Unit contribution)
Yuan Linjiang	14.75
He Chunlei	14.37
Ren Xiaobing	14.54
Zhang Hong	0

LETTER FROM THE BOARD

RESOLUTION ON THE DONATION TO THE SOCIETY OF THE COMPANY IN 2021

According to the relevant requirements of the Articles of Association, an ordinary resolution will be proposed at the EGM for the Shareholders to consider and approve the donation to the society of the Company in 2021.

In order to perform central enterprise social responsibility, serve the rural vitalization strategy of China, consolidate and expand the achievements in poverty alleviation, as well as to support social public welfare activities, China Re Group plans to carry out donation work to the society in 2021. In 2021, the available amount of donation to the society as non-operating expenses of China Re Group is RMB15.06 million, of which RMB1.5 million will be used to make up for the amount of donation to the society in 2020, RMB13.56 million will be used to carry out donation work to the society (RMB8 million for targeted poverty alleviation donation, RMB3 million for flood relief assistance in Henan, RMB2.56 million for donations in other regions).

THE SECOND EXTRAORDINARY GENERAL MEETING OF 2021

The Company will convene the EGM at 9:30 a.m. on Friday, 29 October 2021 at the meeting room on 24th Floor, China Re Building, No.11 Jinrong Avenue, Xicheng District, Beijing, the PRC. The Revised Notice has been published by the Company on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Company (www.chinare.com.cn) on 5 October 2021 and set out in this supplemental circular to notify Shareholders of the resolutions detailed in the Original Circular and this supplemental circular. The resolutions detailed in the Original Circular and the Original Notice dispatched by the Company on 14 September 2021 remain unchanged.

As disclosed in the Original Circular and the Original Notice, in order to determine the list of Shareholders who are entitled to attend the EGM, the register of members of the Company will be closed from Wednesday, 29 September 2021 to Friday, 29 October 2021, 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 Friday, 29 October 2021 shall be entitled to attend and vote at the EGM. For unregistered holders of H Shares of the Company who intend to attend 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, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, 28 September 2021 for registration.

LETTER FROM THE BOARD

The Revised Proxy Form for use at the EGM has also been published on the website of the Hong Kong Stock Exchange (www.hkexnews.hk) and the website of the Company (www.chinare.com.cn). If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying Revised Proxy Form in accordance with the instructions printed thereon not less than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the Revised Proxy Form will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish. If you intend to attend the EGM, you are required to complete and return the reply slip to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before Friday, 8 October 2021. The Revised Proxy Form is intended to be used for the resolutions specified in the Revised Notice.

If a Shareholder has not yet returned the proxy form dispatched to Shareholders by the Company on 14 September 2021 (the “**Original Proxy Form**”) in accordance with the instructions printed thereon, and wishes to appoint a proxy to attend the EGM on his/her behalf, he/she is required to submit the Revised Proxy Form. In this case, the Shareholder shall not submit the Original Proxy Form.

If a Shareholder has already returned the Original Proxy Form to the Company in accordance with the instructions printed thereon, he/she should note that:

- (1) If no Revised Proxy Form is returned by the Shareholder in accordance with the instructions printed thereon, the Original Proxy Form will be treated as a valid proxy form lodged by the Shareholder if duly completed. The proxy appointed under the Original Proxy Form will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the EGM (including the additional proposed resolutions as set out in this supplemental circular and the Revised Notice).
- (2) If the Revised Proxy Form is returned by the Shareholder in accordance with the instructions printed thereon at or before 9:30 a.m. on Thursday, 28 October 2021, the Revised Proxy Form will be treated as a valid proxy form lodged by the Shareholder if duly completed.
- (3) If the Revised Proxy Form is returned by the Shareholder after the closing time (i.e. 9:30 a.m. on Thursday, 28 October 2021) set out in the Revised Notice, the Revised Proxy Form will be deemed invalid. It will not revoke the Original Proxy Form previously lodged by the Shareholder. The Original Proxy Form will be treated as a valid proxy form lodged by the Shareholder if duly completed. The proxy appointed under the Original Proxy Form will also be entitled to vote in accordance

LETTER FROM THE BOARD

with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the EGM (including the additional proposed resolutions as set out in this supplemental circular and the Revised Notice).

All voting at the EGM will be conducted by poll.

RECOMMENDATION

The Board of Directors (including the independent non-executive Directors) considers that the resolutions set out in the accompanying Revised Notice are in the interests of the Company and the Shareholders as a whole and accordingly recommends the Shareholders to vote in favor of such resolutions to be proposed at the EGM.

By order of the Board of Directors
China Reinsurance (Group) Corporation
Yuan Linjiang
Chairman



China Reinsurance (Group) Corporation

中國再保險(集團)股份有限公司

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

(Stock Code: 1508)

**REVISED NOTICE OF THE SECOND
EXTRAORDINARY GENERAL MEETING OF 2021**

REVISED NOTICE IS HEREBY GIVEN that the second extraordinary general meeting of 2021 (the “EGM”) of China Reinsurance (Group) Corporation (the “**Company**”) will be held at the meeting room on 24th Floor, China Re Building, No. 11 Jinrong Avenue, Xicheng District, Beijing, the PRC at 9:30 a.m. on Friday, 29 October 2021 for the purposes of considering, and if thought fit, approving the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the resolution on the Outline of the “Fourteen Five-Year” Strategy Plan of China Re Group;
2. To consider and approve the resolution on the election of Mr. Li Bingquan as a non-executive director of the fourth session of the board of directors of the Company;
3. To consider and approve the resolution on matters regarding remuneration of directors and supervisors of the Company for the year 2020; and
4. To consider and approve the resolution on the donation to the society of the Company in 2021.

By order of the Board of Directors
China Reinsurance (Group) Corporation
Yuan Linjiang
Chairman

Beijing, the PRC
5 October 2021

REVISED NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2021

Notes:

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

The register of members of the Company will be closed from Wednesday, 29 September 2021 to Friday, 29 October 2021, 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 Friday, 29 October 2021 shall be entitled to attend and vote at the EGM. For unregistered holders of H shares of the Company who intend to attend 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, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, 28 September 2021 for 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 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 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 authorisation document must be notarised. In order to be valid, the revised proxy form dispatched to shareholders by the Company on 5 October 2021 (the "**Revised Proxy Form**") together with the notarised power of attorney or other authorisation document (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, Wanchai, Hong Kong for holders of H shares not less than 24 hours before the time fixed for the holding of the EGM (i.e. 9:30 a.m. on Thursday, 28 October 2021) or any adjournment thereof (as the case may be). Completion and return of the Revised Proxy Form will not preclude a shareholder from attending and voting in person at the EGM or any adjournment thereof if he so wishes.

If a shareholder has not yet returned the proxy form dispatched to shareholders by the Company on 14 September 2021 (the "**Original Proxy Form**") in accordance with the instructions printed thereon, and wishes to appoint a proxy to attend the EGM on his/her behalf, he/she is required to submit the Revised Proxy Form. In this case, the shareholder shall not submit the Original Proxy Form.

If a shareholder has already returned the Original Proxy Form to the Company in accordance with the instructions printed thereon, he/she should note that:

- (1) If no Revised Proxy Form is returned by the shareholder in accordance with the instructions printed thereon, the Original Proxy Form will be treated as a valid proxy form lodged by the shareholder if duly completed. The proxy appointed under the Original Proxy Form will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the EGM (including the additional proposed resolutions as set out in the supplemental circular and this revised notice).
- (2) If the Revised Proxy Form is returned by the shareholder in accordance with the instructions printed thereon at or before 9:30 a.m. on Thursday, 28 October 2021, the Revised Proxy Form will be treated as a valid proxy form lodged by the shareholder if duly completed.
- (3) If the Revised Proxy Form is returned by the shareholder after the closing time (i.e. 9:30 a.m. on Thursday, 28 October 2021) set out in this revised notice, the Revised Proxy Form will be deemed invalid. It will not revoke the Original Proxy Form previously lodged by the shareholder. The Original Proxy Form will be treated as a valid proxy form lodged by the shareholder if duly completed. The proxy appointed under the Original Proxy Form will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolution properly put to the EGM (including the additional proposed resolutions as set out in the supplemental circular and this revised notice).

REVISED NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2021

3. Reply slip

Holders of H shares of the Company who intend to attend the EGM in person or by proxy should deposit the reply slip at the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong respectively on or before Friday, 8 October 2021 by hand, by post or by fax.

4. 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, the resolutions set out in this revised notice of EGM will be voted on by way of poll. Results 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.

5. 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.