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If you have sold or transferred all your shares in China Reinsurance (Group) Corporation, you should at once hand this circular, the accompanying proxy form and reply slip 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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中再集团

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)

**ELECTION OF MR. YANG CHANGSONG AS A DIRECTOR FOR THE
FOURTH SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY
ELECTION OF MR. ZHU HAILIN AS A SUPERVISOR FOR THE
FOURTH SESSION OF THE BOARD OF SUPERVISORS OF THE COMPANY
AND
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2022**

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 Tuesday, 27 September 2022. 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 9:30 a.m. on Monday, 26 September 2022) 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 accompanying reply slip in accordance with the instructions printed thereon on or before Tuesday, 6 September 2022. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

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DEFINITIONS

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

“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 Committee (中國銀行保險監督管理委員會)
“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 first extraordinary general meeting of 2022 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 Tuesday, 27 September 2022
“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 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)
“SSE”	Shanghai Stock Exchange
“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

the PRC

Non-executive Directors:

Mr. WEN Ning

Ms. WANG Xiaoya

Mr. LIU Xiaopeng

Mr. LI Bingquan

Principal place of business in

Hong Kong:

Room 1618

Sun Hung Kai Centre

30 Harbour Road

Wan Chai

Hong Kong

Independent Non-executive Directors:

Mr. HAO Yansu

Mr. LI Sanxi

Ms. MOK Kam Sheung

Ms. JIANG Bo

12 August 2022

To the Shareholders

**ELECTION OF MR. YANG CHANGSONG AS A DIRECTOR FOR THE
FOURTH SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY
ELECTION OF MR. ZHU HAILIN AS A SUPERVISOR FOR THE
FOURTH SESSION OF THE BOARD OF SUPERVISORS OF THE COMPANY
AND
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2022**

INTRODUCTION

The purpose of this circular is to provide you with 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 MR. YANG CHANGSONG AS A DIRECTOR FOR THE FOURTH SESSION OF THE BOARD OF DIRECTORS OF THE COMPANY

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

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

Biographical details of Mr. Yang Changsong are as follows:

Mr. Yang Changsong, born in May 1966, is currently a member of the Party group and second-level inspector of Tianjin Regulatory Bureau of the Ministry of Finance. Before joining the Company, Mr. Yang worked in the third division of Finance and Taxation Management of Tianjin Finance Bureau. Mr. Yang served as a staff member of the Chinese Enterprise Division in the Tianjin Finance Bureau under the Ministry of Finance, a staff member, deputy senior staff member and senior staff member of the first division of the Tianjin Commissioner Office under the Ministry of Finance, deputy director and director of the fourth division of the Tianjin Commissioner Office under the Ministry of Finance (during which, he served as a member of the Party Committee of intra-organizational department and secretary of the Party branch of the fourth division of the Tianjin Commissioner Office under the Ministry of Finance), director of the first division of the Tianjin Commissioner Office under the Ministry of Finance (during which, he served as a member of the Party Committee of intra-organizational department and secretary of the Party branch of the first division of the Tianjin Commissioner Office under the Ministry of Finance), director of the second business division of the Tianjin Commissioner Office under the Ministry of Finance (during which, he served as a member of the Party Committee of intra-organizational department and secretary of the Party branch of the second business division of the Tianjin Commissioner Office under the Ministry of Finance), a member of the Party group and deputy inspector of the Tianjin Commissioner Office under the Ministry of Finance (during which, he served as a member of the Party Committee of intra-organizational department of the Tianjin Commissioner Office under the Ministry of Finance), and a member of the Party group and second-level inspector of Tianjin Regulatory Bureau of the Ministry of Finance (during which, he served as a member of the Party Committee of intra-organizational department of Tianjin Regulatory Bureau of the Ministry of Finance). Mr. Yang is a university graduate.

Save as disclosed above, Mr. Yang Changsong 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 position 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 of the date of this circular, he does not hold any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong.

LETTER FROM THE BOARD

The Board of Directors has agreed to nominate Mr. Yang Changsong as a candidate for the non-executive Director for the fourth session of the Board of Directors. His term of office will commence from the date on which his qualification as a Director is approved by the CBIRC and the procedural requirements set out in the Articles of Association are performed, and end on the expiry of the term of the fourth session of the Board of Directors. He may serve consecutive terms if he is re-elected upon expiration of his term of office.

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

Mr. Yang Changsong 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 THE ELECTION OF MR. ZHU HAILIN AS A SUPERVISOR FOR THE FOURTH SESSION OF THE BOARD OF SUPERVISORS OF THE COMPANY

An ordinary resolution will be proposed at the EGM for the Shareholders to consider and approve the election of Mr. Zhu Hailin as a Supervisor for the fourth session of the Board of Supervisors of the Company.

Due to work requirement, Mr. Zhu Hailin has been nominated as a candidate for the Shareholder representative Supervisor for the fourth session of the Board of Supervisors.

Biographical details of Mr. Zhu Hailin are as follows:

Mr. Zhu Hailin, born in October 1965, is an expert with special grants by the PRC government, a certified public accountant in China (a non-practicing member), an associate research fellow and a doctoral supervisor and holds a doctor of economics. Prior to joining the Company, Mr. Zhu served as a deputy director and director of Accounting Department of the Ministry of Finance, a deputy director of the National Accountant Assessment & Certification Centre of the Ministry of Finance, a managing director and the chairman of the Risk and Internal Control Committee of Central Huijin Investment Ltd., during which Mr. Zhu successively served as a director of China Construction Bank Corporation (a company listed on the SSE, stock code: 601939; and a company listed on the Main Board of the Hong Kong Stock Exchange, stock code: 00939), a director of Agricultural Bank of China Limited (a company listed on the SSE, stock code: 601288; and a company listed on the Main Board of the Hong Kong Stock Exchange, stock code: 01288) and a director of China International Capital Corporation Limited (a company listed on the SSE, stock code: 601995; and a company listed on the Main Board of the Hong Kong Stock Exchange, stock code: 03908).

LETTER FROM THE BOARD

Save as disclosed above, Mr. Zhu Hailin 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 position 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 of the date of this circular, he does not hold any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong.

The Board of Supervisors has agreed to nominate Mr. Zhu Hailin as a candidate for the Shareholder representative Supervisor for the fourth session of the Board of Supervisors. His term of office will commence from the date on which his qualification as a Supervisor is approved by the CBIRC and the procedural requirements set out in the Articles of Association are performed, and end on the expiry of the term of the fourth session of the Board of Supervisors. He may serve consecutive terms if he is re-elected upon expiration of his term of office.

Mr. Zhu Hailin will enter into a Supervisor's service contract with the Company. During his term of office, Mr. Zhu Hailin will receive remuneration as a Supervisor according to relevant regulations of the Ministry of Finance and such remuneration including three parts, namely basic annual salary, annual performance bonus and incentive compensation during service, will be submitted to the Shareholders' general meeting for approval after the end of each year.

Mr. Zhu Hailin 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.

THE FIRST EXTRAORDINARY GENERAL MEETING OF 2022

The Company will convene the EGM at 9:30 a.m. on Tuesday, 27 September 2022 at the meeting room on 24th Floor, China Re Building, No. 11 Jinrong Avenue, Xicheng District, Beijing, the PRC to consider and, if thought fit, to approve the resolutions in respect of the matters described above. A form of proxy and a reply slip have been dispatched by the Company to Shareholders in accordance with the Listing Rules on 12 August 2022. The notice of the EGM is set out in this circular.

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 Sunday, 28 August 2022 to Tuesday, 27 September 2022, 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, 27 September 2022 shall be entitled to attend and vote at the EGM. For unregistered holders of H Shares 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, Wan Chai, Hong Kong no later than 4:30 p.m. on Friday, 26 August 2022 for registration.

LETTER FROM THE BOARD

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, Wan Chai, Hong Kong on or before Tuesday, 6 September 2022.

Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the EGM or at any adjourned meetings should you so wish and completion and return of the reply slip do not affect the right of a Shareholder to attend and vote at the respective meeting.

All voting at the EGM will be conducted by 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. As such, the Board recommends the Shareholders to vote in favor of the resolutions to be proposed at the EGM.

By order of the Board
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)

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2022

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting of 2022 (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 Tuesday, 27 September 2022 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 Mr. Yang Changsong as a director for the fourth session of the board of directors of the Company
2. To consider and approve the resolution on the election of Mr. Zhu Hailin as a supervisor for the fourth session of the board of supervisors of the Company

By order of the Board

China Reinsurance (Group) Corporation

Yuan Linjiang

Chairman

Beijing, the PRC

12 August 2022

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2022

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 Sunday, 28 August 2022 to Tuesday, 27 September 2022, 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, 27 September 2022 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, Wan Chai, Hong Kong no later than 4:30 p.m. on Friday, 26 August 2022 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 authorized attorney. If that instrument is signed by an attorney of the shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized. In order to be valid, the proxy form together with the notarized power of attorney or other authorization 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, 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 9:30 a.m. on Monday, 26 September 2022) 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 so wishes.

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, Wan Chai, Hong Kong respectively on or before Tuesday, 6 September 2022 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 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.