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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 company incorporated in the People's Republic of China)

(Stock Code: 1508)

**REVISED NOTICE OF THE FIRST EXTRAORDINARY
GENERAL MEETING OF 2023**

REVISED NOTICE IS HEREBY GIVEN that the first extraordinary general meeting of 2023 (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, 3 March 2023 for the purposes of considering, and if thought fit, approving the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the resolution on matters regarding remuneration of directors and supervisors of the Company for the year 2021
2. To consider and approve the resolutions on the election of directors of the fifth session of the board of directors
 - 2.1 To consider and approve the election of Mr. He Chunlei as an executive director of the fifth session of the board of directors
 - 2.2 To consider and approve the election of Mr. Zhuang Qianzhi as an executive director of the fifth session of the board of directors
 - 2.3 To consider and approve the election of Ms. Wang Xiaoya as a non-executive director of the fifth session of the board of directors
 - 2.4 To consider and approve the election of Mr. Li Bingquan as a non-executive director of the fifth session of the board of directors
 - 2.5 To consider and approve the election of Mr. Yang Changsong as a non-executive director of the fifth session of the board of directors
 - 2.6 To consider and approve the election of Mr. Li Wenfeng as a non-executive director of the fifth session of the board of directors

- 2.7 To consider and approve the election of Ms. Jiang Bo as an independent non-executive director of the fifth session of the board of directors
- 2.8 To consider and approve the election of Mr. Dai Deming as an independent non-executive director of the fifth session of the board of directors
- 2.9 To consider and approve the election of Ms. Ye Mei as an independent non-executive director of the fifth session of the board of directors
- 2.10 To consider and approve the election of Mr. Ma Ho Fai as an independent non-executive director of the fifth session of the board of directors

SPECIAL RESOLUTION

- 3. To consider and approve the resolution on promotion and establishment of China Reinsurance Digital Technology Co., Ltd. by the Company

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

Beijing, the PRC

17 February 2023

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, 1 February 2023 to Friday, 3 March 2023, 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, 3 March 2023 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 Tuesday, 31 January 2023 for registration.

2. Proxy

A shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on his/her behalf. 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 authorized 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(s) must be notarized. In order to be valid, the revised proxy form dispatched to the shareholders of the Company on 17 February 2023 (the "**Revised 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 Thursday, 2 March 2023) 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/she so wishes.

If a shareholder has not yet returned the proxy form dispatched to shareholders by the Company on 13 January 2023 (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 the Revised Proxy Form is not 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, 2 March 2023, 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, 2 March 2023) 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).

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 Friday, 10 February 2023 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 the revised notice of the 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 traveling and accommodation expenses.

As at the date of this notice, the executive directors of the Company are Mr. He Chunlei and Mr. Zhuang Qianzhi, the non-executive directors of the Company are Ms. Wang Xiaoya, Mr. Liu Xiaopeng, Mr. Li Bingquan and Mr. Yang Changsong, and the independent non-executive directors of the Company are Mr. Hao Yansu, Mr. Li Sanxi, Ms. Mok Kam Sheung and Ms. Jiang Bo.