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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)

POLL RESULTS OF 2015 ANNUAL GENERAL MEETING

PAYMENT OF FINAL DIVIDEND

CHANGE IN AUDITORS

POLL RESULTS OF 2015 ANNUAL GENERAL MEETING

China Reinsurance (Group) Corporation (the “**Company**”) announces that the AGM of the Company was held on 20 June 2016, at which the resolutions set out in the notice of the AGM were voted by poll and passed. For the details of the resolutions considered at the AGM, Shareholders may refer to the notice and circular of the AGM of the Company, all dated 5 May 2016 (the “**Circular**”). Unless otherwise defined in this announcement, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular. The poll results are set out below:

ORDINARY RESOLUTIONS		Number of votes and percentage of the total voting shares (%)		
		For	Against	Abstain
1	To consider and approve the report of board of directors for the year 2015	36,526,809,705 99.960401%	0 0.000000%	14,470,000 0.039599%
2	To consider and approve the report of board of supervisors for the year 2015	36,526,809,705 99.960401%	0 0.000000%	14,470,000 0.039599%
3	To consider and approve the remuneration standard and payment of relevant directors and supervisors for the year 2014	36,526,809,705 99.960401%	0 0.000000%	14,470,000 0.039599%
4	To consider and approve the final financial accounts report for the year 2015	36,526,809,705 99.960401%	0 0.000000%	14,470,000 0.039599%
5	To consider and approve the profit distribution plan for the year 2015	36,526,809,705 99.960401%	0 0.000000%	14,470,000 0.039599%

ORDINARY RESOLUTIONS		Number of votes and percentage of the total voting shares (%)		
		For	Against	Abstain
6	To consider and approve the investment budget for fixed assets for the year 2016	36,526,809,705 99.960401%	0 0.000000%	14,470,000 0.039599%
7	To consider and approve the engagement of auditors for the year 2016	36,526,809,705 99.960401%	0 0.000000%	14,470,000 0.039599%
AS REPORTING DOCUMENTS				
1	To review the performance report of the directors for the year 2015	N/A	N/A	N/A
2	To review the performance report of the independent directors for the year 2015	N/A	N/A	N/A
3	To review the report on related party transactions and the implementation of its management system and the evaluation of internal transactions for the year 2015	N/A	N/A	N/A

The total number of Shares entitling the Shareholders to attend and vote for or against the resolution or abstain from voting at the AGM was 42,479,808,085 shares, which was the total number of issued Shares of the Company as at the date of the AGM. Shareholders and authorized proxies holding aggregate 36,541,279,705 Shares were present at the AGM.

No party has stated its intention in the Circular that it would vote against any resolution or abstain from voting at the AGM. To the best knowledge, information and belief of the Directors, there was no restriction on any Shareholder casting votes on any of the proposed resolution at the AGM. There was no Share entitling the Shareholders to attend but abstain from voting in favor of the resolution as set out in Rule 13.40 of the Listing Rules, and no Shareholders were required to abstain from voting on any of the resolution at this meeting under the Listing Rules. The convening of the AGM complied with the relevant laws and regulations of the PRC, the Listing Rules, and the Articles of Association. Computershare Hong Kong Investor Services Limited, the Company's H share registrar, was appointed as the scrutineer for the voting at the AGM.

PAYMENT OF FINAL DIVIDEND

The resolution in relation to profit distribution for the year 2015 was duly approved by Shareholders at the AGM. For the full context of the resolution, please refer to the Circular.

The Company will distribute the 2015 Final Dividend on Thursday, 18 August 2016 to the Shareholders whose names appear on the H share register of members of the Company on Wednesday, 29 June 2016. The 2015 Final Dividend is denominated and declared in RMB, which is RMB0.046 per share (inclusive of tax). The total distributed cash dividend amounted to RMB1,954 million, of which the domestic Shareholders will be paid in Renminbi while H Shareholders will be paid in Hong Kong dollars. The exchange rate is HK\$1 = RMB0.84796, the average central parity rate of Hong Kong dollars to Renminbi on the interbank foreign exchange market as announced on the China Foreign Exchange Trade System authorized by the People's Bank of China for the five business days prior to the date of the AGM and including 20 June 2016. Accordingly, the amount of the 2015 Final Dividend per H Share is HK\$0.054248 (inclusive of tax).

For determining the entitlement of the Shareholders to the 2015 Final Dividend, the register of members of the Company will be closed from Friday, 24 June 2016 to Wednesday, 29 June 2016, both days inclusive, during which period no transfer of Shares will be registered. In order to be entitled to the 2015 Final Dividend, unregistered H Shareholders must deposit the transfer documents 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 Thursday, 23 June 2016.

ARRANGEMENTS FOR WITHHOLDING AND PAYMENT OF TAX ON DIVIDEND

Pursuant to the PRC Individual Income Tax Law (《中華人民共和國個人所得稅法》), the Implementation Regulations of the PRC Individual Income Tax Law (《中華人民共和國個人所得稅法實施條例》), the Notice of the State Administration of Taxation on the Questions Concerning the Levy and Administration of Individual Income Tax After the Repeal of Guo Shui Fa [1993] No. 45 (Guo Shui Han [2011] No. 348) (《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》(國稅函[2011]348號)), the Announcement of the State Administration of Taxation in relation to the Administration Measures on Preferential Treatment Entitled by Non-residents under Tax Treaties (《國家稅務總局關於發布〈非居民納稅人享受稅收協定待遇管理辦法〉的公告》)(SAT Announcement 2015 No.60) and other relevant laws and regulations and regulatory documents, the Company shall, as a withholding agent, withhold and pay individual income tax for the individual holders of H Shares in respect of the 2015 Final Dividend to be distributed to them. However, the individual holders of H Shares may be entitled to certain tax preferential treatments pursuant to the tax treaties between the PRC and the countries (regions) in which the individual holders of H Shares are domiciled and the tax arrangements between Mainland China and Hong Kong (or Macau). In this regard, the Company will implement the following arrangements in relation to the withholding and payment of dividend as individual income tax for the individual holders of H Shares in the distribution of the dividend:

- For individual holders of H Shares who are Hong Kong or Macau residents or whose country (region) of domicile is a country (region) which has entered into a tax treaty with Mainland China stipulating a tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of the individual holders of H Shares in the distribution of the dividend.

- For individual holders of H Shares whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of less than 10%, the Company will temporarily withhold and pay individual income tax at the rate of 10% on behalf of the individual holders of H Shares in the distribution of the dividend.
- For individual holders of H Shares whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax at the effective tax rate stipulated in the relevant tax treaty in the distribution of the dividend.
- For individual holders of H Shares whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 20%, or a country (region) which has not entered into any tax treaties with the PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of the individual holders of H Shares in the distribution of the dividend.

If individual holders of H Shares consider that the tax rate adopted by the Company for the withholding and payment of individual income tax on their behalf is not the same as the tax rate stipulated in any tax treaties between the PRC and the countries (regions) in which they are domiciled, please submit to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, on or before Thursday, 23 June 2016, a letter of entrustment and all application and relevant proving materials showing that they are residents of a country (region) which has entered into a tax treaty with the PRC. The Company will then submit the above documents to competent tax authorities which will proceed with the subsequent tax related treatments. If individual holders of H Shares do not provide the Company with the relevant proving materials before the aforesaid deadline, they could go through the relevant procedures on their own or by attorney in accordance with the relevant provisions stipulated in the tax treaties. The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the individual holders of H Shares and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the individual holders of H Shares or any disputes over the withholding mechanism or arrangements.

For non-resident enterprise holders of H Shares, the Company will withhold and pay enterprise income tax at the tax rate of 10% for such holders of H Shares pursuant to the Notice of the State Administration of Taxation on the Issues Concerning Withholding the Enterprises Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Share Holders Who Are Overseas Non-resident Enterprises (Guo Shui Han [2008] No. 897) (國家稅務總局《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)).

For investors of the Shanghai Stock Exchange (including enterprises and individuals) investing in the H Shares of the Company listed on the Hong Kong Stock Exchange (the “**Southbound Trading**”), the Company has entered into “the Agreement on Distribution of Cash Dividends of H shares for Southbound Trading” (港股通H股股票現金紅利派發協議) with the Shanghai Branch of China Securities Depository and Clearing Corporation Limited, pursuant to which, the Shanghai Branch of China Securities Depository and Clearing Corporation Limited, as the nominee of the holders of H Shares for Southbound Trading, will receive all cash dividends distributed by the Company and distribute the cash dividends to the relevant investors of H Shares of Southbound Trading through its depository and clearing system.

The cash dividends for the investors of H Shares of Southbound Trading will be paid in RMB. Pursuant to the relevant requirements under the “Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect” (關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知) (Caishui [2014] No. 81), for dividends received by domestic investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The company of such H shares will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

The record date and the date of distribution of cash dividends and other arrangements for the investors of Southbound Trading will be the same as those for the holders of H Shares.

Should the holders of H Shares have any doubt in relation to the aforesaid arrangements, they are recommended to consult their tax advisors for the relevant tax impact in Mainland China, Hong Kong and other countries (regions) on the possession and disposal of the H Shares.

CHANGE IN AUDITORS

In accordance with the relevant requirements of the Administrative Measures on Tendering Procedures for the Election and Appointment of Accounting Firms by Financial Enterprises (Provisional) (《金融企業選聘會計師事務所招標管理辦法(試行)》) (Cai Jin [2010] No. 169) issued by the Ministry of Finance of the People’s Republic of China and the Financial and Accounting Work Standards for Insurance Companies (《保險公司財會工作規範》) (Bao Jian Fa [2012] No. 8) issued by the China Insurance Regulatory Commission in relation to the service term of auditors continuously engaged by an insurance company, the continuous service term of KPMG Huazhen LLP and KPMG LLP (collectively, “**KPMG**”), the current domestic and overseas auditors of the Company, respectively, exceeded the prescribed time limit under the above requirements. In order to comply with the above requirements, the Company has reached a mutual understanding with KPMG on the non-renewal of their appointment. KPMG has confirmed that there is no matter that needs to be brought to the attention of the Shareholders in relation to their retirement.

Shareholders have approved the appointment of PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers (collectively “PwC”) as the domestic and overseas auditors of the Company, respectively, for the year 2016. The Board confirms that no other matter needs to be brought to the attention of the Shareholders in relation to the change in auditors.

For and on behalf of the Board
China Reinsurance (Group) Corporation
Yuan Linjiang
Chairman

Beijing, the PRC, 20 June 2016

As at the date of this announcement, the executive Directors are Mr. Yuan Linjiang, Mr. Wang Pingsheng, Mr. Zhang Hong and Mr. Ren Xiaobing, the non-executive Directors are Ms. Lu Xiuli and Mr. Shen Shuhai, and the independent non-executive Directors are Ms. Wang Jun, Mr. Hao Yansu, Mr. Li Sanxi and Ms. Mok Kam Sheung.