
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, 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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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)

**MATTERS REGARDING REMUNERATION OF DIRECTORS AND
SUPERVISORS OF THE COMPANY FOR THE YEAR 2022
AND
NOTICE OF THE FIRST 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 at 2:30 p.m. on Monday, 4 March 2024. The notice of the EGM is set out on pages 8 to 9 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 2:30 p.m. on Sunday, 3 March 2024) 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 Friday, 9 February 2024. 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.

18 January 2024

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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
“Company” or “China Re Group” or “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 first extraordinary general meeting of 2024 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 2:30 p.m. on Monday, 4 March 2024
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“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)
“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 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
Mr. Li Wenfeng

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

18 January 2024

To the Shareholders

**MATTERS REGARDING REMUNERATION OF DIRECTORS AND
SUPERVISORS OF THE COMPANY FOR THE YEAR 2022
AND
NOTICE OF THE FIRST 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 resolution to be considered at the EGM to enable you to make an informed decision on whether to vote for or against the resolution at the EGM.

**RESOLUTION ON MATTERS REGARDING REMUNERATION OF DIRECTORS AND
SUPERVISORS OF THE COMPANY FOR THE YEAR 2022**

According to the relevant provisions of the Articles of Association of the Company, 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 2022.

LETTER FROM THE BOARD

I. Scope of Personnel

The personnel involved in this resolution include executive Directors, non-executive Directors, independent non-executive Directors, shareholder representative Supervisors and employee representative Supervisors of China Re Group for the year 2022. Details are as follows:

No.	Name	Position	Note
1	He Chunlei	Executive Director	
2	Zhuang Qianzhi	Executive Director	
3	Yuan Linjiang	Executive Director	Ceased to be a Director of China Re Group since September 2022
4	Wang Xiaoya	Non-executive Director	
5	Liu Xiaopeng	Non-executive Director	
6	Li Bingquan	Non-executive Director	
7	Yang Changsong	Non-executive Director	
8	Wen Ning	Non-executive Director	Ceased to be a Director of China Re Group since November 2022
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	Zhu Hailin	Chairman of the Board of Supervisors	
14	Xiong Lianhua	Chairlady of the Board of Supervisors	Ceased to be a Supervisor of China Re Group since April 2022
15	Zhu Yong	Shareholder Representative Supervisor	
16	Zeng Cheng	Shareholder Representative Supervisor	
17	Qin Yueguang	Employee Representative Supervisor	
18	Li Jingye	Employee Representative Supervisor	

LETTER FROM THE BOARD

II. Basis of Remuneration

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

According to the relevant requirements of the Ministry of Finance, the remuneration standards for the year 2022 of Mr. He Chunlei, Mr. Zhuang Qianzhi, Mr. Zhu Hailin, Mr. Yuan Linjiang and Ms. Xiong Lianhua are determined based on the Interim Administrative Measures for the Remuneration of Responsible Officers of Central Financial Enterprises (《中央金融企業負責人薪酬管理暫行辦法》) (Cai Jin [2015] No. 58) (hereinafter referred to as the “Measures”) issued by the Ministry of Finance.

(2) Independent Non-executive Directors

The remuneration standards for the year 2022 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 and the remuneration of independent non-executive Directors was received 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, the employee representative Supervisors, have not received any remuneration related to employee representative Supervisors in 2022.

LETTER FROM THE BOARD

III. Remuneration Standards

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

According to the requirements stipulated in the Measures, the remuneration standards of executive Directors and chairman/chairlady of the Board of Supervisors for the year 2022 are listed as below (unit: in RMB ten thousand before tax, same as below):

Name	Position	Payroll months in 2022	Basic annual salary	Performance-based annual salary	Salary in total
He Chunlei	Secretary of the Party Committee, Chairman	September to December	38.43	33.35	71.78
	Deputy Secretary of the Party Committee, Vice Chairman, President	January to August			
Zhuang Qianzhi	Deputy Secretary of the Party Committee, Vice Chairman, President	October to December	35.55	31.79	67.34
	Member of the Party Committee, Executive Director, Vice President	January to September			
Zhu Hailin	Deputy Secretary of the Party Committee, Chairman of the Board of Supervisors	July to December	19.22	16.68	35.90
Yuan Linjiang	Secretary of the Party Committee, Chairman	January to August	25.62	22.23	47.85
Xiong Lianhua	Deputy Secretary of the Party Committee, Chairlady of the Board of Supervisors	January to March	9.61	8.34	17.95

Note: The term of office is calculated based on the term of office of the party positions appointed by the party committee of China Investment Corporation.

LETTER FROM THE BOARD

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

The remuneration received by independent non-executive Directors of China Re Group for the year 2022 is as follows:

Name	Position	Payroll months in 2022	Remuneration standard of independent non-executive Directors
Hao Yansu	Independent Non-executive Director	January to December	25.00
Li Sanxi	Independent Non-executive Director	January to December	25.00
Mok Kam Sheung	Independent Non-executive Director	January to December	25.00
Jiang Bo	Independent Non-executive Director	January to December	25.00

IV. **Payment of Remuneration**

According to the Measures, the remuneration of Mr. He Chunlei, Mr. Zhuang Qianzhi, Mr. Zhu Hailin, Mr. Yuan Linjiang and Ms. Xiong Lianhua for the year 2022 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/chairlady of the Board of Supervisors of China Re Group for the year 2022 includes the contribution by the employer to 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
He Chunlei	21.71
Zhuang Qianzhi	21.06
Zhu Hailin	11.95
Yuan Linjiang	13.76
Xiong Lianhua	4.95

LETTER FROM THE BOARD

THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024

The Company will convene the EGM by way of on-site meeting at 2:30 p.m. on Monday, 4 March 2024 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 resolution in respect of the matters described above. A proxy form and a reply slip have been dispatched to Shareholders in accordance with the Listing Rules on 18 January 2024. 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 Saturday, 3 February 2024 to Monday, 4 March 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 Monday, 4 March 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 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, 2 February 2024 for registration.

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 Friday, 9 February 2024.

Completion and return of the proxy form(s) 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 resolution set out in the notice of the EGM for consideration and approval of the Shareholders is in the interests of the Company and the Shareholders as a whole and accordingly recommends the Shareholders to vote in favor of the resolution 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 FIRST EXTRAORDINARY GENERAL MEETING OF 2024

NOTICE IS HEREBY GIVEN that the first 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 Monday, 4 March 2024 for the purposes of considering, and if thought fit, approving the following resolution:

ORDINARY RESOLUTION

1. To consider and approve the resolution on matters regarding remuneration of directors and supervisors of the Company for the year 2022

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

Beijing, the PRC
18 January 2024

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING OF 2024

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 Saturday, 3 February 2024 to Monday, 4 March 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 Monday, 4 March 2024 shall be entitled to attend and vote at the EGM. For unregistered holders of H shares 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 Friday, 2 February 2024 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 proxy form together with the notarized 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, 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 2:30 p.m. on Sunday, 3 March 2024) or any adjournment thereof (as the case may be). Completion and return of the 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 on or before Friday, 9 February 2024 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 resolution 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.