

Procedures for Shareholders to Nominate Candidates for Election as Directors

Shareholders of China Reinsurance (Group) Corporation (hereinafter referred to as the “Company”) shall follow the procedures below when nominating candidates to be elected as directors (including candidates for independent directors):

Shareholder(s) who individually or jointly hold more than 5% of the total number of voting shares of the Company (hereinafter referred to as “Nominator(s)”) is/are entitled to nominate director candidates, provided that each shareholder can nominate only one candidate to be elected as independent director.

Where Nominators nominate candidates to be elected as directors, the convenor of the shareholders’ general meeting shall, according to their nomination, propose the list of director candidates to the shareholders’ general meeting for voting by way of resolutions, and a notice shall be given to shareholders 45 days prior to the meeting (not including the day of the meeting). Alternatively, nominators can propose a special resolution on nomination of director candidates and submit the proposal to the convenor of the meeting 10 days prior to the shareholders’ general meeting, the convenor shall then issue a supplementary notice of the shareholders’ general meeting within 2 days upon receipt of the special resolution; in such case, the convenor of the shareholders’ general meeting shall assess whether it is necessary to postpone the shareholders’ general meeting to allow shareholders to have at least 10 business days to consider the relevant information disclosed in the supplementary notice of shareholders’ general meeting.

The aforesaid notice or supplementary notice of shareholders’ general meeting shall fully disclose the biographies and basic information of the director candidates, including at least the following contents: (1) personal information such as educational background, work experience and concurrent positions; (2) whether he/she has been subject to punishment by financial regulatory bodies.

A director candidate shall undertake before the holding of the shareholders’ general meeting that he/she accepts the nomination, that his/her personal information publicly disclosed is true and complete, and that he/she will duly perform his obligations as a director after his/her appointment. Written notices of the intention to propose a candidate for election as a director and of the nominee indicating his/her willingness to accept the nomination as well as relevant

written documents containing information about the nominee shall be given to the Company within 7 days prior to the date of the shareholders' general meeting. The period (which shall commence from the next day after the date of issue of the notice of shareholders' general meeting) allowed by the Company for submission of the aforesaid notices and documents by the relevant Nominator and nominee shall be no less than 7 days.

A Nominator of independent director shall acquire the consent from the nominee before making the nomination. A Nominator shall fully consider the nominee's profession, title, educational qualification, expertise, detailed work experience, all concurrent positions and close relatives, and shall issue a written opinion regarding the qualification and independence of the nominee to act as an independent director. The nominee shall also make a statement expressly stating that there is no relationship between himself and the Company which will affect his independent and objective judgment.