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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)

### NOTICE OF THE SECOND EXTRAORDINARY GENERAL MEETING OF 2018

NOTICE IS HEREBY GIVEN that the 2018 second extraordinary general meeting (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 29 October 2018 for the purposes of considering, and if thought fit, approving the following resolution.

#### ORDINARY RESOLUTION

“THAT:

- (a) The Hanover Insurance Group, Inc. (the “Vendor”) and the Company entered into a sale and purchase agreement dated 13 September 2018 (the “Agreement”), pursuant to which the Company conditionally agreed to purchase and the Vendor conditionally agreed to sell all the issued shares of Chaucer Insurance Company Designated Activity Company, The Hanover Insurance International Holdings Limited and Hanover Australia HoldCo Pty Ltd (collectively, the “Target Companies”), and a copy of the Agreement having been produced to this meeting and marked “A” and initialed by the chairman of this meeting for the purpose of identification), and the transactions contemplated thereby (including but not limited to the acquisition of the entire issued shares of the HK Co (which in turn holds a company incorporated in the United Kingdom as the acquiring entity of the Target Companies) from the offshore subsidiary of the Company, the provision of guarantee by the Company to the principal and interests of the Group’s merger and acquisitions financing of not more than US\$550,000,000 and the provision of any guarantees by the Company to the Target Companies of an aggregate amount not exceeding US\$600,000,000 after completion of the Acquisitions) be and are hereby approved, confirmed and ratified; and
- (b) any one or more directors of the Company or such other person(s) as authorised by the board of directors of the Company be and are hereby authorised to do all such acts and things as they consider necessary and to sign and execute all such documents, and to take all such steps which in their opinion may be necessary, appropriate, desirable or expedient for the purpose of giving

effect to the Agreement and completing the transactions contemplated thereby in accordance with the applicable laws and regulations.”.

Yours faithfully,  
By order of the Board  
**China Reinsurance (Group) Corporation**  
**Yuan Linjiang**  
*Chairman*

Beijing, the PRC  
14 September 2018

*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 29 September 2018 to 29 October 2018, 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 29 October 2018 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, Wanchai, Hong Kong no later than 4:30 p.m. on 28 September 2018 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 notarised 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, Wanchai, Hong Kong for holders of H shares not less than 24 hours before the time fixed for the holding of the EGM 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, Wanchai, Hong Kong respectively on or before 8 October 2018 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](http://www.chinare.com.cn)) and the HKExnews website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://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.

*As at the date of this announcement, the executive directors of the Company are Mr. Yuan Linjiang, Mr. He Chunlei and Mr. Ren Xiaobing, the non-executive directors of the Company are Ms. Lu Xiuli and Mr. Shen Shuhai, and the independent non-executive directors of the Company are Mr. Hao Yansu, Mr. Li Sanxi, Ms. Mok Kam Sheung and Ms. Jiang Bo\*.*

\* *The appointment of Ms. Jiang Bo will become effective upon the approval of her qualification as a director by the CBIRC and the implementation of the procedural requirements set out by the Articles of Association of the Company.*