

Procedures for Shareholders to Nominate Candidates for Directors

Shareholders of China Reinsurance (Group) Corporation (the “Company”) should abide by the following procedures when nominating a candidate for director (including a candidate for independent director):

Shareholders individually or jointly holding more than 3% of the total voting shares of the Company shall have the right to nominate candidates for non-independent directors; Shareholders who individually or jointly hold more than 1% of the total voting shares of the Company (together with the Shareholders who individually or jointly hold more than 3% of the total voting shares of the Company nominated for non-independent directors as mentioned above, the “Nominators”) may nominate candidates for independent directors. Shareholders who have already nominated non-independent directors and their related parties shall not nominate independent directors.

Where the nominator nominates a candidate for director, the convener of the shareholders’ general meeting shall submit the list of director candidates to the shareholders’ general meeting for voting by way of a proposal according to his/her nomination. In the case of an annual general meeting, the convener shall notify the shareholders 20 days before the meeting. In the case of an extraordinary general meeting, the convener shall notify the shareholders 15 days before the meeting. The nominator may also put forward an interim proposal on the nomination of director candidates and submit it to the convener of the shareholders’ general meeting 10 days before the shareholders’ general meeting. The convener of the shareholders’ general meeting shall within two days upon receiving such interim proposals give supplemental notice to the shareholders. In such case, the convener of the shareholders’ general meeting shall evaluate whether the shareholders’ general meeting needs to be postponed, so that the shareholders have at least 10 business days to consider the relevant information disclosed in the supplementary notice of the shareholders’ general meeting.

The aforesaid notice of shareholders’ general meeting or supplementary notice of shareholders’ general meeting shall fully disclose the resumes and basic information of the candidates for directors, including at least the following information: (1) personal particulars such as education background, work experience and part-time job; (2) whether he/she has been punished by the financial regulatory authorities; and (3) other content required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Listing Rules”).

A candidate for director shall make an undertaking prior to the convening of the shareholders’ general meeting, confirming his/her acceptance of nomination, and further undertake that the information provided in this aspect is authentic and complete and that he/she shall earnestly perform the director’s duties after he/she is elected. A written notice of the intention to nominate a candidate for director and the written notice by that person of his/her willingness to be nominated shall be delivered to the Company at least seven days prior to the holding of the shareholders’ general meeting along with the written materials on the nominee. The period allowed for the relevant nominator and the nominee to submit the aforesaid notices and documents (calculated from the next day after the notice of the shareholders’ general meeting is issued) shall be no less than seven days.

Nominators of independent directors shall obtain the consent of the nominees before nomination. The nominator shall fully understand the occupation, title, academic qualification, professional knowledge, detailed work experience, all part-time jobs, and close relatives of the nominee, and issue a written opinion on the qualifications and independence of the nominee to serve as an independent director. The nominee shall also make a public statement that there is no relationship between himself/herself and the Company that affects his/her independent and objective judgment and confirms that he/she meets the independence requirements as required by the Listing Rules.