



中再集团

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)

PROXY FORM OF HOLDERS OF H SHARES FOR THE FIRST EXTRAORDINARY GENERAL MEETING OF 2019 TO BE HELD ON 28 MARCH 2019

NUMBER OF SHARES REPRESENTED BY THIS PROXY FORM ^(Note 1)	
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I/We^(Note 2) _____
of _____
being the registered holder(s) of^(Note 3) _____ H shares of RMB1.00 each in the share capital of China Reinsurance (Group) Corporation (the “Company”) **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**^(Note 4) or _____
of _____
as my/our proxy to attend and act for me/us at the 2019 first extraordinary general meeting 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 on 28 March 2019 at 11:00 a.m. (the “Meeting”) (and any adjournment thereof) for the purposes of considering and, if thought fit, approving the resolutions as set out in the notice convening the Meeting (the “Notice”) and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below^(Note 5).

ORDINARY RESOLUTIONS		For ^(Note 5)	Against ^(Note 5)	Abstain ^(Note 5)
1.	Resolution on matters regarding remuneration of relevant directors and supervisors of the Company for the year 2017			
2.	Resolution on matters regarding remuneration of independent directors for the fourth session of the board of directors of the Company			
3.	Resolution on the election of Mr. Wen Ning as a non-executive director for the fourth session of the board of directors of the Company			
4.	Resolution on the cessation of Mr. Shen Shuhai as the non-executive director of the Company			

Date: _____

Signature(s)^(Note 6): _____

Notes:

- Please insert the number of H shares to which this proxy form relates. If no number of shares is inserted, this proxy form will be deemed to relate to all shares registered in your name(s).
- Please insert full name(s) and address(es) as shown in the register of members of the Company in **BLOCK CAPITALS**.
- Please insert the number of shares under your name(s).
- If any proxy other than the chairman of the Meeting is preferred, strike out the words “**THE CHAIRMAN OF THE MEETING** or” and insert the name and address of the proxy desired in the space provided. A shareholder entitled to attend and vote at the Meeting may appoint one or more proxies to attend and vote in his stead. Such proxies may only exercise their voting rights in a poll. A proxy need not be a shareholder of the Company but must attend the Meeting in person to represent you. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON(S) WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “For”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “Against”. IF YOU WISH TO ABSTAIN, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “Abstain”, AND THE SHARES ABSTAINED WILL BE COUNTED IN THE CALCULATION OF THE REQUIRED MAJORITY.** If no direction is given, your proxy may vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting. Any vote which is not filled or filled wrongly or with unrecognizable writing or not casted will be deemed as having been waived by you and the corresponding vote will be counted as “**Abstain**”.
- This proxy form must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be executed either under its common seal or under the hand of its director(s) or duly authorised attorney. If the proxy form 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 case of joint holders of any shares, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he is solely entitled thereto. However, if more than one of such joint holders are present at the Meeting, personally or by proxy, the vote of the joint holder whose name stands first on the register of members, whether in person or by proxy, will be accepted to the exclusion of the votes of other joint holder(s).
- To be valid, this 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 Meeting (i.e. before 11:00 a.m. on Wednesday, 27 March 2019) 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 Meeting or any adjournment thereof if he so wishes. Shareholders or their proxies attending the Meeting (and any adjournment thereof) shall produce their identity documents.