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## IMPORTANT

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If you are in any doubt about any of the contents of this prospectus, you should obtain independent professional advice.



民安(控股)有限公司

*The Ming An (Holdings) Company Limited*

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民安(控股)有限公司

*(incorporated in the Cayman Islands with limited liability)*

### GLOBAL OFFERING

<b>Number of Offer Shares under the Global Offering</b>	<b>:</b>	<b>700,334,000 Shares (comprising 601,334,000 new Shares to be offered by us and 99,000,000 existing Shares to be offered by the Selling Shareholders, subject to adjustment and the Over-allotment Option)</b>
<b>Number of Public Offer Shares</b>	<b>:</b>	<b>70,034,000 Shares (subject to adjustment)</b>
<b>Maximum Offer Price</b>	<b>:</b>	<b>not more than HK\$1.88 per Offer Share payable in full on application subject to refund on final pricing, plus brokerage of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.004%</b>
<b>Nominal value</b>	<b>:</b>	<b>HK\$0.10 per Share</b>
<b>Stock code</b>	<b>:</b>	<b>1389</b>

*Sole Global Coordinator, Sole Bookrunner, Sole Sponsor and Sole Lead Manager*

**CREDIT SUISSE**  
Credit Suisse (Hong Kong) Limited

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*The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.*

*A copy of this prospectus, having attached thereto the documents specified in Appendix VIII — “Documents Delivered to the Registrar of Companies and Available for Inspection”, has been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Hong Kong Companies Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission, The Stock Exchange of Hong Kong Limited and the Registrar of Companies in Hong Kong take no responsibility as to the contents of this prospectus or any of the other documents referred to above.*

*The Offer Price is expected to be fixed by agreement among the Global Coordinator (on behalf of the Underwriters), China Insurance HK and us on the Price Determination Date. The Price Determination Date is expected to be on or around 14 December 2006 and, in any event, not later than 19 December 2006. The Offer Price will be not more than HK\$1.88 per Offer Share and is currently expected to be not less than HK\$1.28 per Offer Share. Applicants for Public Offer Shares are required to pay, on application, the maximum Offer Price of HK\$1.88 for each Public Offer Share together with 1% brokerage, 0.005% Stock Exchange trading fee and 0.004% SFC transaction levy, subject to refund if the Offer Price as finally determined is less than HK\$1.88 per Offer Share.*

*The Global Coordinator (on behalf of the Underwriters) may, with our consent, reduce the number of Offer Shares and/or the indicative Offer Price range below that stated in this prospectus at any time prior to the morning of the last day for lodging applications under the Public Offer. In such a case, notices of the reduction in the number of Offer Shares and/or the indicative Offer Price range will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) as soon as practicable following the decision to make such reduction, and in any event not later than the morning of the day which is the last day for lodging applications under the Public Offer. If applications for Public Offer Shares have been submitted prior to the last day for lodging applications under the Public Offer, then even if the number of Offer Shares and/or the indicative Offer Price range is so reduced, such applications cannot be subsequently withdrawn. Further details are set out in “Structure of the Global Offering” and “How to Apply for Public Offer Shares”. If, for any reason, we, China Insurance HK and the Global Coordinator (on behalf of the Underwriters) are unable to reach an agreement on the Offer Price by 19 December 2006, the Global Offering (including the Public Offer) will not proceed and will lapse.*

*Prospective investors should read the entire document carefully and, in particular, should consider the matters discussed in “Risk Factors”.*

*The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement are subject to termination by the Global Coordinator (on behalf of the Hong Kong Underwriters) if certain grounds arise at or prior to 8:00 a.m. on the Listing Date. Such grounds are set out in “Underwriting — Underwriting Arrangements and Expenses — Grounds for termination”.*

*The Offer Shares have not been registered under the U.S. Securities Act and may be offered or sold, pledged or transferred only (i) in the United States to QIBs, in reliance on Rule 144A under the U.S. Securities Act and (ii) outside the United States in reliance on Regulation S under the U.S. Securities Act.*

11 December 2006