
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following terms shall have the meanings set out below. Certain other terms are explained in the section entitled “Glossary”.

“AMTD”	AMTD Group Company Limited, a company incorporated in the British Virgin Islands with limited liability, in which Cheung Kong beneficially and indirectly owns approximately 30% of its issued share capital
“AMTDD”	AMTD Direct Limited, a company incorporated in Hong Kong with limited liability and a wholly owned subsidiary of AMTD
“AMTDFL”	AMTD Financial Planning Limited, a company incorporated in Hong Kong with limited liability and a wholly owned subsidiary of AMTD
“AMTD Risk Management”	AMTD Risk Management Limited, a company incorporated in Hong Kong with limited liability and a wholly owned subsidiary of AMTD
“Application Form(s)”	white application form(s), yellow application form(s) and pink application form(s), or where the context so requires, any of them
“Articles of Association” or “Articles”	the articles of association of our Company, adopted on 29 November 2006 conditional upon the Listing and as amended from time to time, a summary of which is set out in Appendix VI
“associate”	has the meaning ascribed thereto under the Listing Rules
“Board of Directors” or “Board”	the board of directors of our Company
“Business Day”	any day (other than a Saturday or Sunday) in Hong Kong on which banks in Hong Kong are open generally for normal banking business
“Cayman Companies Law”	the Companies Law (2004 Revision) of the Cayman Islands and any amendments or other statutory modifications thereof
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Broker Participant”	a person admitted to participate in CCASS as a broker participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Broker Participant or a CCASS Custodian Participant or a CCASS Investor Participant
“Cheung Kong”	Cheung Kong (Holdings) Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board
“Cheung Kong Group”	Cheung Kong and its subsidiaries
“Cheung Kong S&P Agreement”	the sale and purchase agreement dated 30 June 2006 entered into among Cheung Kong, China Insurance HK and Ming An Hong Kong as amended by a first supplemental agreement dated 29 November 2006 and a second supplemental agreement dated 7 December 2006

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“China Insurance Group”	China Insurance Holdings and its subsidiaries (excluding the Group)
“China Insurance HK”	China Insurance H.K. (Holdings) Company Limited, a company incorporated in Hong Kong with limited liability and a wholly owned subsidiary of China Insurance Holdings
“China Insurance Holdings”	China Insurance (Holdings) Company Limited (formerly known as China Insurance Company Limited), a joint stock limited company established in the PRC
“China Insurance Investment”	China Insurance Group Investment Holdings Company Limited, a company incorporated in Hong Kong with limited liability and a wholly owned subsidiary of China Insurance HK
“China Insurance Investment Group”	China Insurance Investment and its subsidiaries
“China Re”	China Reinsurance (Group) Company (formerly known as China Reinsurance Company), a company established in the PRC
“CIGAML”	China Insurance Group Assets Management Limited, a company incorporated in Hong Kong with limited liability and a wholly owned subsidiary of CIIH
“CIIH”	China Insurance International Holdings Company Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board. See further “Relationship with China Insurance Group and Connected Transactions — Relationship with the China Insurance Group — CIIH Group”
“CIIH Group”	CIIH and its subsidiaries
“CIIH Undertakings”	letters of undertaking given by each of China Insurance Holdings and China Insurance HK whereby such entities severally undertook not to engage in any business which competes or is likely to compete with the businesses conducted by CIIH at the time of CIIH’s listing (i.e., reinsurance business and reinsurance broking business), further details of which are set out in “Relationship with China Insurance Group and Connected Transactions — Relationship with the China Insurance Group — CIIH Group”
“CIRC”	China Insurance Regulatory Commission, a regulatory body responsible for the supervision and regulation of the PRC insurance industry
“CIRe”	China International Reinsurance Company Limited, a company incorporated in Hong Kong with limited liability and a wholly owned subsidiary of CIIH
“Code of Practice”	Code of Practice for the Administration of Insurance Agents
“Company”, “our Company”, “we” or “us”	The Ming An (Holdings) Company Limited, a company incorporated in the Cayman Islands on 5 September 2006 as an exempted company with limited liability and, except where the context otherwise requires, all of its subsidiaries

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“Company Law”	中華人民共和國公司法 (the Company Law of the PRC), as enacted by the Standing Committee of the Eighth National People’s Congress on 29 December 1993 and effective on 1 July 1994, as amended, supplemented or otherwise modified from time to time
“connected person”	has the meaning ascribed thereto under the Listing Rules
“Credit Suisse”	Credit Suisse (Hong Kong) Limited
“CSRC”	China Securities Regulatory Commission
“Directors”	the directors of our Company
“Federation”	the Hong Kong Federation of Insurers
“Fortis”	Fortis International N.V., a company incorporated in the Netherlands
“GDP”	gross domestic product (all references to GDP growth rates being to real as opposed to nominal rates of GDP growth)
“Global Coordinator”	Credit Suisse
“Global Offering”	the Public Offer and the International Offer
“Group” or “our Group”	our Company and its subsidiaries and, in respect of the period before our Company became the holding company of such subsidiaries, the entities which carried on the business of the present Group at the relevant time
“HK\$” or “HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“HKFRS”	the Hong Kong Financial Reporting Standards, which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations issued by the Hong Kong Institute of Certified Public Accountants
“HK GAAP”	accounting principles generally accepted in Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly owned subsidiary of HKSCC
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Companies Ordinance”	the Companies Ordinance of Hong Kong (Chapter 32 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Hong Kong Underwriters”	the several underwriters of the Public Offer listed in “Underwriting — Hong Kong Underwriters”
“Hong Kong Underwriting Agreement”	the underwriting agreement dated 8 December 2006 relating to the Public Offer entered into among us, the Hong Kong Underwriters and the Global Coordinator
“IA”	the Insurance Authority of Hong Kong
“IARB”	the Insurance Agents Registration Board

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“ICBC (Asia)”	Industrial and Commercial Bank of China (Asia) Limited, a licensed bank incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board
“ICO”	the Insurance Companies Ordinance of Hong Kong (Chapter 41 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“IFRS”	International Financial Reporting Standards, which include standards and interpretations approved by the International Accounting Standards Board (IASB), and the International Accounting Standards (IAS) and interpretations issued by the International Accounting Standards Committee (IASC)
“Insurance Law”	中華人民共和國保險法 (the Insurance Law of the PRC), as enacted by the Standing Committee of the Eighth National People’s Congress on 30 June 1995 and as amended on 28 October 2002 by the Standing Committee of the Ninth National People’s Congress
“International Offer”	the offer of International Offer Shares to professional, institutional and other investors, as further described in “Structure of the Global Offering”
“International Offer Shares”	630,300,000 Shares (subject to adjustment and the Over-allotment Option as described in “Structure of the Global Offering”) which are the subject of the International Offer
“International Purchase Agreement”	the purchase agreement relating to the International Offer expected to be entered into among us, the Selling Shareholders, the International Underwriters and the Global Coordinator on or around 14 December 2006
“International Underwriters”	the group of underwriters, led by the Global Coordinator, which is expected to enter into the International Purchase Agreement to underwrite the International Offer
“Latest Practicable Date”	6 December 2006, being the latest practicable date for ascertaining certain information in this prospectus prior to its publication
“Listing”	the listing of the Shares on the Stock Exchange
“Listing Date”	the date on which dealings in the Shares first commence on the Stock Exchange, expected to be on or around 22 December 2006
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“Main Board”	the main board of the Stock Exchange
“Marvel Bonus”	Marvel Bonus International Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly owned subsidiary of Cheung Kong
“Maximum Offer Price”	the maximum price under the Global Offering of HK\$1.88 per Share
“Ming An China”	The Ming An Insurance Company (China) Limited, a company established in the PRC and a wholly owned subsidiary of Ming An Hong Kong

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“Ming An Hong Kong”	The Ming An Insurance Company (Hong Kong) Limited, a company incorporated in Hong Kong with limited liability and a wholly owned subsidiary of the Company
“Ming An Plaza”	the property known as Ming An Plaza, 8 Sunning Road, Causeway Bay, Hong Kong
“Ministry of Finance”	中國財政部 (the PRC Ministry of Finance), the ministry responsible for the administration of State revenues and expenditures, financial and taxation policies and overall supervision of financial institutions
“Offer Price”	the final Hong Kong dollar price per Share (exclusive of brokerage, Stock Exchange trading fee and SFC transaction levy) at which the Offer Shares are to be issued pursuant to the Public Offer, to be determined as further described in “Structure of the Global Offering — Determining the Offer Price”
“Offer Shares”	the Public Offer Shares and the International Offer Shares including, where relevant, any additional Shares allotted and issued pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option to be granted by us to the Global Coordinator (on behalf of the International Underwriters) under the International Purchase Agreement pursuant to which we may be required by the Global Coordinator to issue up to an aggregate of 105,050,000 additional Shares (representing in aggregate approximately 15% of the number of Offer Shares initially available under the Global Offering) at the Offer Price, as further described in “Structure of the Global Offering — The Over-allotment Option”
“Overseas General Insurance Companies”	China Insurance (Singapore) Co. Ltd., China Insurance (New Zealand) Co. Ltd., China Insurance (Macau) Company Limited, China Insurance Company (UK) Limited, China Insurance Service Japan Co. Ltd. and CIC Holdings (Europe) Limited (all being wholly owned subsidiaries of China Insurance HK) and PT Indonesia
“PBOC”	the People’s Bank of China, the central bank of the PRC
“PBOC Rate”	the exchange rate for foreign exchange transactions set daily by the PBOC based on the previous day’s PRC interbank foreign exchange rates and with reference to current exchange rates on the world financial markets
“PCIH”	Pacific Century Insurance Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board
“PICC”	People’s Insurance (Group) Company of China (formerly known as the People’s Insurance Company of China), a company established in the PRC
“PRC” or “China”	the People’s Republic of China which, except where the context otherwise requires, does not include Taiwan or the Hong Kong and Macau Special Administrative Regions

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“PRC GAAP”	the accounting rules and regulations in the PRC, currently consisting of the Accounting Standards for Business Enterprises and the Accounting Regulations for Financial Enterprises (2001)
“PRC government”	the central government of the PRC including all political subdivisions (including provincial, municipal and other local or regional government entities) and organisations of such government or, as the context requires, any of them
“Pre-Global Offering Share Capital”	our issued share capital prior to the completion of the Global Offering
“Price Determination Date”	the date, expected to be on or around 14 December 2006 but no later than 19 December 2006, on which the Offer Price is fixed for the purposes of the Global Offering
“Principal Share Registrar”	Appleby Corporate Services (Cayman) Limited
“PT Indonesia”	PT China Insurance Indonesia, a non-wholly owned subsidiary of China Insurance Holdings owned as to 55% by China Insurance Holdings
“Public Offer”	the offer of Public Offer Shares for subscription by the public in Hong Kong for cash at the Offer Price, on and subject to the terms and conditions described in this prospectus and the Application Forms
“Public Offer Shares”	70,034,000 new Shares (subject to adjustment as described in “Structure of the Global Offering”) being offered by us for subscription at the Offer Price under the Public Offer
“QIBs”	qualified institutional buyers within the meaning of Rule 144A
“Regulation S”	Regulation S under the U.S. Securities Act
“Renminbi” or “RMB”	renminbi yuan, the lawful currency of the PRC
“Reorganisation”	the reorganisation of the businesses comprising our Group, as described in “Our Reorganisation”
“Reorganisation Agreement”	the reorganisation agreement dated 29 November 2006 entered into among us, China Insurance HK, Marvel Bonus, Cheung Kong, Share China and CIH, further details of which are set out in “Our Reorganisation”
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	the State Administration of Foreign Exchange
“SAIC”	the State Administration for Industry and Commerce
“Securities and Futures Commission” or “SFC”	the Securities and Futures Commission of Hong Kong
“Selling Shareholders”	China Insurance HK, Marvel Bonus and Share China
“SFO”	the Securities and Futures Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time

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“Share(s)”	ordinary share(s) of nominal value of HK\$0.10 each in the capital of our Company
“Share China”	Share China Assets Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly owned subsidiary of CIIH
“Sponsor”	Credit Suisse
“Stabilising Manager”	Credit Suisse
“State Council”	the State Council of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Strategic Investor”	Cheung Kong
“Tai Ping Insurance”	The Tai Ping Insurance Company, Limited, a limited liability company established in the PRC, which is owned as to 47.525%, 40.025% and 12.45% by China Insurance Holdings, CIIH and ICBC (Asia), respectively
“Tai Ping Life Insurance”	The Tai Ping Life Insurance Company, Limited, a limited liability company established in the PRC, which is owned as to 25.05%, 50.05% and 24.90% by China Insurance Holdings, CIIH and Fortis, respectively
“TPAML”	Tai Ping Asset Management Company Limited, a company incorporated in the PRC with limited liability and a non-wholly owned subsidiary of CIIH
“Track Record Period”	the three financial years of the Company ended 31 December 2005 and the six months ended 30 June 2006
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Purchase Agreement
“United States” or “U.S.”	the United States of America, including its territories and possessions
“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“Valuation Regulation”	the Insurance Companies (General Business) (Valuation) Regulation
“WTO”	the World Trade Organisation