民安（控股）有限公司

The Ming An (Holdings) Company Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1389)

RENEWAL OF CONTINUING CONNECTED TRANSACTIONS

As disclosed in the Prospectus, the Company obtained from the Stock Exchange a waiver from strict compliance with the requirements under the Listing Rules in respect of the Continuing Connected Transactions and an annual cap was assigned to each of the Continuing Connected Transactions for the six months ended 31 December 2006, the year ended 31 December 2007 and the year ending 31 December 2008. The Continuing Connected Transactions (comprising the Exempt Continuing Connected Transactions and the Non-Exempt Continuing Connected Transactions) will continue following the expiration of the year ending 31 December 2008.

Given that one or more of the relevant applicable percentage ratios set out in the Listing Rules for determining the value for each of the Exempt Continuing Connected Transactions are expected to be less than 2.5% on an annual basis, each such transaction falls within 14A.34 of the Listing Rules, and is subject to the reporting and announcement requirements under Rules 14A.45 to 14A.47 and the annual review requirements under Rules 14A.37 and 14A.38 of the Listing Rules, but is exempt from the independent shareholders' approval requirements under Rules 14A.48 of the Listing Rules.

Also, as one or more of the relevant applicable percentage ratios set out in the Listing Rules for determining the value for each of the Non-exempt Continuing Connected Transactions are expected to be 2.5% or above on an annual basis, each such transaction falls within Rule 14A.35 of the Listing Rules, and is subject to the reporting, announcement and independent shareholders' approval requirements under Rules 14A.45 to 14A.48 and the annual review requirements under Rules 14A.37 and 14A.38 of the Listing Rules.

The Board has set up the Independent Board Committee to review and approve the Non-exempt Continuing Connected Transactions. GF Capital (Hong Kong) Limited has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in relation to the Non-exempt Continuing Connected Transactions.

A circular containing, among other things, (i) details of the Non-exempt Continuing Connected Transactions; (ii) a letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders of the Company containing its advice on the Non-exempt Continuing Connected Transactions; and (iii) the recommendation of the Independent Board Committee in respect of the Non-exempt Continuing Connected Transactions, will be despatched to the shareholders of the Company as soon as practicable. A notice of AGM will be despatched to the shareholders of the Company separately.

BACKGROUND

As disclosed in the Prospectus, the Group conducts Continuing Connected Transactions with China Insurance Group, CIIH Group and Cheung Kong Group and their respective associates in the ordinary and usual course of its business on normal commercial terms. The Continuing Connected Transactions will continue following the expiration of the year ending 31 December 2008. Details of the transactions are set out in the section headed "Particulars Of The Continuing Connected Transactions" in this announcement.

China Insurance Holdings indirectly controls approximately 51.34% of the issued shares of the Company and is a substantial shareholder of the Company, therefore it and its associates (including CIIH Group) are connected persons of the Company under the Listing Rules. Cheung Kong indirectly controls approximately 20.96% of the Company, therefore it and its associates are connected persons of the Company.

PARTICULARS OF THE CONTINUING CONNECTED TRANSACTIONS

Details of the Continuing Connected Transactions, comprising the Non-exempt Continuing Connected Transactions and the Exempt Continuing Connected Transactions, and the respective caps for the three years ending 31 December 2009, 31 December 2010 and 31 December 2011 are set out below.

Exempt Continuing Connected Transactions

(A) Provision of training services by China Insurance Group to the Group;

(B) Properties leased by the Group to China Insurance Group;

(C) Provision of investment management services by CIIH Group to the Group;

(D) Provision of insurance brokerage/consulting services by AMTD Risk Management and AMTDFL to the Group;

As one or more of the relevant applicable percentage ratios set out in the Listing Rules for each of the Continuing Connected Transactions in paragraphs (A) to (D) above are expected to be less than 2.5% on an annual basis, each such transaction is subject to the reporting, announcement and annual review requirements but is exempt from the independent shareholders' approval requirement under the Listing Rules.

Non-exempt Continuing Connected Transactions

(E) (1) Reinsurance business with CIRe (gross premium income ceded by the Group to CIRe);

(2) Reinsurance business with CIRe (commission paid by CIRe to the Group); and

(F) Provision of general insurance services by the Group to Cheung Kong Group and its associates.

As one or more of the relevant applicable percentage ratios set out in the Listing Rules for each of the Non-exempt Continuing Connected Transactions in paragraphs (E) and (F) above are expected to be 2.5% or above on an annual basis, each such transaction is subject to reporting, announcement, annual review and independent shareholders' approval requirements under the Listing Rules.

DETAILS OF THE CONTINUING CONNECTED TRANSACTIONS

Exempt Continuing Connected Transactions

(A) Provision of training services by China Insurance Group to the Group

On 16 December 2008, the Company and China Insurance Holdings entered into a training services agreement (the "**Training Services Agreement**"), pursuant to which the training centre of China Insurance Group will provide training services to directors, employees, agents and sales representatives of the Group. Such training services include, among other things, provision of training, training materials and information and organisation of training-related seminars and activities on basic insurance knowledge, risk management and presentation skills. The Training Services Agreement is for a term of 3 years commencing on 1 January 2009 and the Group will pay training fees to China Insurance Group in respect of the training services provided ("**Training Fees**"). The Training Fees to be charged by China Insurance Group will be determined by reference to market prices and will be based on the proportion of the number of persons from the Group that receive the training services to the total number of persons to which the training services are provided and/or other reasonable bases as may be determined by the Company and China Insurance Holdings. The Training Fees payable each year is to be paid by the Group in the beginning of the relevant year in advance. At the end of the financial year, if the advance payment is more than the actual Training Fee incurred, the surplus will be refunded to the Group or brought forward to the next financial year as part of the advance payment of next year's training services. On the other hand, if the actual Training Fee incurred is greater than the advance payment, the Group will pay the difference at the end of such financial year.

Historical amounts

The Training Fees paid by the Group to China Insurance Group for each of the two financial years ended 31 December 2006 and 31 December 2007 were HK$0.92 million and HK$1.19 million respectively, and the Training Fees payable by the Group to China Insurance Group for the financial year ending 31 December 2008 were estimated to be HK$1.30 million.

Proposed caps and basis of caps

It is expected that the Training Fees to be paid by the Group pursuant to the Training Services Agreement for each of the three financial years ending 31 December 2009, 31 December 2010 and 31 December 2011 will not exceed HK$2.6 million, HK$3 million and HK$3.4 million, respectively. The proposed caps are determined by reference to the historical value of such transactions and the expected increase in the number of directors, employees, agents and sales representatives of the Group who will receive the training services. In 2007, the Group had approximately 1,200 employees in the PRC and by December 2008, the number of employees of the Group in the PRC has increased to approximately 2,500. Many of these employees were hired in the second half of 2008. Accordingly, the Group expects a significant increase in the training needed for its employees in 2009.

(B) Properties leased by the Group to China Insurance Group

On 16 December 2008, the Company and China Insurance Holdings entered into a master tenancy agreement (the "**Master Tenancy Agreement**"), pursuant to which the Group agreed to lease to China Insurance Group a number of offices, residential units and car parking spaces including units in Ming An Plaza, China Insurance Group Building and Fortress Metro Tower, some of which are under existing tenancy agreements between the Group and China Insurance Group. The number of properties leased by China Insurance Group which are supported by signed tenancy agreements are ten office units, four residential units and five car parking spaces. The Master Tenancy Agreement is valid for a term of 3 years commencing on 1 January 2009. Pursuant to the Master Tenancy Agreement, China Insurance Group will enter into separate tenancy agreements with the Group for each premises rented, with the terms and conditions of such tenancy agreements being negotiated on an arm's length basis and to be entered into on normal commercial terms. Under the tenancy agreements, China Insurance Group will pay the Group rent and management fee on a monthly basis.

Historical amounts

The aggregate yearly rent and management fee paid by China Insurance Group to the Group for each of the two financial years ended 31 December 2006 and 31 December 2007 were HK$7.29 million and HK$7.94 million respectively, and the amount payable by China Insurance Group for the financial year ending 31 December 2008 was estimated to be HK$8.20 million.

Proposed caps and basis of caps

It is expected that the aggregate rent and management fee to be paid by China Insurance Group for each of the three years ending 31 December 2009, 31 December 2010 and 31 December 2011 will not exceed HK$12.5 million, HK$14 million and HK$15 million, respectively. The proposed caps are higher than the historical amounts due primarily to the resetting of rental rates under new tenancy agreements. The proposed caps are calculated primarily based on the aggregation of the actual rents and management fees payable under the existing tenancy agreements which are entered into based on the then prevailing market rates. In addition, the proposed caps have also taken into account the increased monthly rent agreed under options to renew the tenancy in some of the tenancy agreements which will expire in the three years ending 31 December 2009, 31 December 2010 and 31 December 2011.

(C) Provision of investment management services by CIIH Group to the Group

(1) Provision of investment management services by CIGAML to the Group

On 16 December 2008, CIGAML, a wholly owned subsidiary of CIIH, entered into a master investment management agreement (the "**CIGAML Master Investment Management Agreement**") with the Company pursuant to which CIGAML agreed, and the Company agreed to procure its subsidiaries, to enter into various investment management agreements with CIGAML, which currently operates CIIH Group's asset management business outside mainland China and mainly engages in the provision of investment consultancy services. In connection with the CIGAML Master Investment Management Agreement, Ming An HK will enter into a trust deed (the "**Trust Deed**") with CIG Trustees Limited, which is a wholly owned subsidiary of China Insurance HK. Pursuant to the Trust Deed, the Group will transfer certain funds or assets to CIG Trustees Limited to be held on trust for and on behalf of the Group (the "**CIGAML Trust Fund**"). In accordance with the investment management agreements and the Trust Deed, CIGAML provides investment advice and investment management services in relation to the CIGAML Trust Fund to the Group.

The CIGAML Master Investment Management Agreement and the Trust Deed shall be valid for a term of 3 years commencing on 1 January 2009. Under the CIGAML Master Investment Management Agreement, CIGAML will receive from the Group management fees for its investment management services per annum for each investment management agreement and such management fees will be calculated on the basis of (a) a certain percentage of the net asset value of the investment fund; and/or (b) such other bases as may be agreed by the parties to the investment management agreement depending on the nature of the investment (e.g. equity, debt instrument and fund). Under the Trust Deed, no fee is payable by the Group to CIG Trustees Limited. Under the investment management agreements, the Group will pay CIGAML the management fees on a monthly basis. The investment management agreements entered into pursuant to the CIGAML Master Investment Agreement will be effected on terms and conditions that are comparable to those offered by independent third parties to the Group, and will be on normal commercial terms and on an arm's length basis.

(2) Provision of investment management services by TPAML to the Group

On 16 December 2008, TPAML, a non-wholly owned subsidiary of CIIH, entered into a master investment management agreement (the "**TPAML Master Investment Management Agreement**") with the Company pursuant to which TPAML agreed, and the Company agreed to procure its subsidiaries, to enter into various investment management agreements with TPAML, who mainly operates CIIH Group's asset management business in the PRC and mainly engages in the provision of investment consultancy services in that region. In connection with the TPAML Master Investment Management Agreement, Ming An China entered into a custodian agreement (the "**TPAML Custodian Agreement**") with TPAML and an independent third party (the "**TPAML Custodian**"). Pursuant to the TPAML Custodian Agreement, the Group will put certain funds or assets to the TPAML Custodian to be held with accounts in the name of the Company or its subsidiaries and to be operated and managed by TPAML on behalf of the Group. In accordance with the investment management agreements, TPAML provides investment advice and investment management services to the Group.

The TPAML Master Investment Management Agreement shall be valid for a term of 3 years commencing on 1 January 2009. Under the TPAML Master Investment Management Agreement, TPAML will receive from the Group management fees for its investment management services per annum for each investment management agreement and such management fees will be calculated on the basis of (a) a certain percentage of the net asset value of the investment fund; and/or (b) such other basis as may be agreed by the parties to the investment management agreement depending on the nature of the investment (e.g. equity, debt instrument and fund). Under the investment management agreements, the Group will pay TPAML the management fees on a monthly basis. The investment management agreements entered into pursuant to the TPAML Master Investment Management Agreement will be effected on terms and conditions that are comparable to those offered by independent third parties to the Group, and will be on normal commercial terms and on an arm's length basis.

Historical amounts

The management fees paid by the Group to CIIH Group for each of the two financial years ended 31 December 2006 and 31 December 2007 and the 10 months ended 31 October 2008 were HK$1.15 million, HK$16.20 million and HK$6.36 million respectively.

Proposed caps and basis of caps

It is expected that the management fees to be paid by the Group for each of the three financial years ending 31 December 2009, 31 December 2010 and 31 December 2011 will not exceed HK$7.7 million, HK$8.4 million and HK$9.3 million, respectively. The basis of calculation of the management fees payable to CIIH Group will be on normal commercial terms. The proposed caps have been determined by reference to (i) historical value of the transactions, (ii) the projected amount of funds the Group intends to place with CIIH Group for investment management, (iii) the estimated level of the Group's net investment return for the 3 years ending 31 December 2009, 31 December 2010 and 31 December 2011, and (iv) the provision of buffer to cater for the inherent volatility of the securities market.

(3) Mechanisms to manage risks relating to outsourcing of investment funds management

The Company has established an investment and reinsurance committee at the Board level, comprising a majority of independent non-executive Directors, to make decisions regarding, among other things, the selection of investment managers and other important decisions relating to the management of the Group's investment funds. The Company also have an investment management committee which is responsible for monitoring the investment activities of the investment managers and ensuring that they strictly follow the Group's investment plans and policy.

(D) Provision of insurance brokerage/consulting services by AMTD Risk Management and AMTDFL to the Group

(1) Provision of insurance brokerage services by AMTD Risk Management to the Group

On 16 December 2008, AMTD Risk Management, an associate of Cheung Kong, entered into a master insurance brokerage agreement (the "**Master Insurance Brokerage Agreement**") with the Company pursuant to which AMTD Risk Management agreed to enlist members of the Group on its and some of its subsidiaries' lists of insurers for referral/introduction and invitation for tender for their corporate clientele. The Master Insurance Brokerage Agreement is for a term of 3 years commencing on 1 January 2009. In accordance with the Master Insurance Brokerage Agreement, AMTD Risk Management is to invite members of the Group for tender for various general insurance bids so long as the relevant member of the Group satisfy the criteria to be determined by AMTD Risk Management from time to time. Under the insurance brokerage agreements, the Group is to pay AMTD Risk Management brokerage fee of a certain percentage of the gross premiums received by the Group on a quarterly basis. The underlying insurance brokerage agreements will be effected on terms and conditions that are comparable to those offered by independent third parties to the Group, and will be on normal commercial terms and on an arm's length basis.

(2) Provision of insurance consulting services by AMTDFL to the Group

On 16 December 2008, AMTDFL, an associate of Cheung Kong, entered into a master insurance consulting agreement (the "**Master Insurance Consulting Agreement**") with the Company, pursuant to which, AMTDFL agreed to, and the Company agreed to procure its subsidiaries to, enter into insurance consulting agreements. Under such insurance consulting agreements, AMTDFL will refer and introduce clientele to relevant member of the Group, which carries on insurance brokerage services. The Master Insurance Consulting Agreement is valid for a term up to 31 December 2011. In accordance with such insurance consulting agreements, the relevant member of the Group is to pay AMTDFL consulting fee of a certain percentage of the commission received by it on a quarterly basis. The underlying insurance consulting agreements will be effected on terms and conditions that are comparable to those offered by independent third parties to the Group, and will be on normal commercial terms and on an arm's length basis.

Historical amounts

AMTD Risk Management has begun providing insurance brokerage services to the Group since the second half of 2006. The aggregate annual value payable by the Group to AMTD Risk Management for each of the six months ended 31 December 2006, the financial year ended 31 December 2007 and the 10 months ended 31 October 2008 were HK$0.08 million, HK$1.75

million and HK$0.93 million respectively. AMTDFL began providing insurance consulting services to the Group since the beginning of 2008. The aggregate annual value payable by the Group to AMTDFL for the 10 months ended 31 October 2008 was HK$1.25 million.

Proposed caps and basis of caps

It is expected that the aggregate annual value to be paid by the Group to AMTD Risk Management and AMTDFL for each of the three financial years ending 31 December 2009, 31 December 2010 and 31 December 2011 will not exceed HK$4.8 million, HK$6.15 million and HK$7.52 million, respectively. The proposed caps are based on historical figures and on the projected gross premiums derived from clients or customers introduced or referred by AMTD Risk Management and AMTDFL, including Cheung Kong Group and its associates. As AMTDFL has only begun providing insurance consulting services to the Group since the beginning of 2008, the Group expects that there will be a significant increase in the number of clients or customers referred or introduced by AMTDFL in the next three years. Such brokerage/consulting fee rate is consistent with current market rates for similar services.

Non-exempt Continuing Connected Transactions

(E) Reinsurance business with CIRe

On 16 December 2008, the Company and CIRe entered into a master reinsurance agreement (the "**Master Reinsurance Agreement**") pursuant to which CIRe agreed, and the Company agreed to procure its subsidiaries, to enter into reinsurance contracts with CIRe. CIRe, a wholly owned subsidiary of CIIH, mainly engages in the underwriting of all classes of reinsurance business other than casualty reinsurance business outside of Asia. The Master Reinsurance Agreement is for a term of 3 years commencing on 1 January 2009.

Pursuant to the said reinsurance contracts, CIRe acts as reinsurer and accepts risks in return for agreed premiums from members of the Group. Under the reinsurance contracts, the Group will pay the agreed premiums on a quarterly basis and CIRe will pay commission to the Group also on a quarterly basis. The reinsurance transactions, which may be for terms over 3 years, consist of both treaty and facultative business and the range of risks covered includes all lines of general reinsurance risks on both a proportional and non-proportional basis. The period of insurance for construction-related insurance business such as contractors' all risks insurance and erection all risks insurance normally covers the entire construction period. It is not unusual that construction projects take more than three years to complete. The Company usually arranges facultative reinsurance for construction related insurance business, and the period of reinsurance will always adopt the same contract period as the direct insurance contract. It is common for such kind of agreement in the insurance industry to have a term which exceeds three years. Mortgage insurance is another example. Mortgage insurance generally covers the entire repayment period of the mortgage loan, and it is standard and normal business practice for insurance companies to arrange reinsurance covers with the same period of reinsurance as the direct insurance contract. The Company believes that it is in the normal business practice for agreements of these types to be of such duration and the entering into these agreements for a term longer than three years are beneficial to the Company as it not only conforms with normal business practice in the insurance industry, but it also allows the Company to compete with other general insurance companies.

Pursuant to the Master Reinsurance Agreement, CIRe will enter into reinsurance contracts on the same basis as it accepts reinsurance business from other independent third-party insurers, and the terms and conditions of such reinsurance contracts, in which other independent third-party reinsurers may also participate, will be negotiated on an arm's length basis and will be entered into on normal commercial terms. The Group's reinsurance treaties are arranged annually. Each year, invitations to participate in reinsurance treaties will be sent to selected reinsurers on the Group's approved list of reinsurers approximately two months prior to the commencement date of such treaties. The invitation is in the form of a letter stating the latest performance of the treaty to be renewed or the projected performance of a new treaty, the proposed treaty terms and other relevant information. Reinsurers are ultimately selected on the basis of their financial condition, history of cooperation, quality of service and price of their reinsurance products. The final share allocated to each reinsurer under the treaty will be approved by members of the Company's senior management based on, among other things, the different types of reinsurance products. Facultative reinsurance is to supplement the Company's treaty reinsurance and help underwrite any single but large or complex risk, and will be arranged on an "as needed" basis from time to time. Reinsurers for facultative reinsurance will also be selected by the Company based on their financial condition, history of cooperation, quality of service, price offered and other relevant factors.

Historical amounts

The gross premium income ceded by the Group and underwritten by CIRe in respect of reinsurance transactions for each of the two financial years ended 31 December 2006 and 31 December 2007 and for the 10 months ended 31 October 2008 were HK$75.55 million, HK$65.44 million and HK$49.42 million, respectively.

The commission income received by the Group in respect of the reinsurance transactions for each of the two financial years ended 31 December 2006 and 31 December 2007 and for the 10 months ended 31 October 2008 were HK$20.04 million, HK$17.14 million and HK$14.75 million, respectively.

The amount of commission income received by the Group was based on the gross premium income ceded, but is not directly proportional because the mix of reinsurance arrangements for every year is different and the commission rates for different types of reinsurances, e.g. proportional treaty reinsurance, non-proportional treaty reinsurance and various classes of facultative reinsurance, are also different.

Proposed caps and basis of caps

It is expected that the amount of gross premium income ceded by the Group and underwritten by CIRe under the reinsurance transactions for each of the three financial years ending 31 December 2009, 31 December 2010 and 31 December 2011 will not exceed HK$120 million, HK$150 million and HK$200 million per year, respectively. It is expected that the commission income receivable by the Group in respect of the reinsurance transactions for each of the three financial years ending 31 December 2009, 31 December 2010 and 31 December 2011 will not exceed HK$31 million, HK$39 million and HK$52 million, respectively.

The proposed caps are calculated primarily based on the Group's growth projection for gross premium income expected to be derived from the PRC and the amount the Group expect to cede to reinsurers. Due to several natural disasters in 2008 which led to a substantial increase in insurance claims, the reinsurance market will raise the fee level and hence the cost of the reinsurance is expected to increase significantly. In addition, the continued expansion of Ming An China in the coming years will greatly enhance the reinsurance business of the Group. Accordingly, the Company expects the amount of gross premium income ceded by the Group to CIRe will increase in the three years ending 31 December 2009, 31 December 2010 and 31 December 2011. The commission rate used for the calculation of commission income receivable from CIRe is based on the average typical market commission rate.

(F) Provision of general insurance services by the Group to Cheung Kong Group and its associates

On 16 December 2008, Cheung Kong entered into a master general insurance agreement (the "**Master General Insurance Agreement**") with the Company, pursuant to which Cheung Kong agreed to use reasonable endeavours to enter into or to introduce its subsidiaries and associates, and the Company agreed to procure its subsidiaries, to enter into general insurance agreements in its ordinary and usual course of business. In accordance with the Master General Insurance Agreement, the Group may be invited to participate in the tender process and submit tenders for any of Cheung Kong Group's and its associates' general insurance bids along with other independent third-party insurers. The Master General Insurance Agreement is for a term of 3 years commencing on 1 January 2009.

Under the Master General Insurance Agreement, if a member of the Group's tender has been accepted by the relevant member of Cheung Kong Group or its associates, such member or associates will take out relevant insurance policies with the relevant member of the Group. Under the insurance policies, premium will be payable by the relevant member of Cheung Kong Group to the Group on a quarterly basis. Pursuant to the Master General Insurance Agreement, the Company will procure that the terms of each general insurance agreement shall be on terms and conditions that are comparable to those offered by the Group to independent third parties, and will be on normal commercial terms and on an arm's length basis and in accordance with the Group's risk management policy.

Historical amounts

The annual gross premium payable by Cheung Kong Group and its associates for each of the two financial years ended 31 December 2006 and 31 December 2007 and the 10 months ended 31 October 2008 were HK$41.75 million, HK$51.80 million and HK$54.61 million, respectively.

Proposed caps and basis of caps

It is expected that the aggregate annual gross premium to be paid by Cheung Kong Group and its associates for each of the three financial years ending 31 December 2009, 31 December 2010 and 31 December 2011 will not exceed HK$117 million, HK$155 million and HK$206.5 million, respectively. The proposed caps of the gross premium are determined by reference to the historical value of such transactions and the projected value of new businesses that the Group is likely to procure based upon Cheung Kong Group's and its associates' aggregate annual gross premium payment on general insurance for the financial year ended 31 December 2007. The proposed caps are determined based on the understanding that the Group will be able to provide insurance services to members of Cheung Kong Group and its associates, such as Hongkong Electric Holdings Limited, A.S. Watson & Co. Ltd., Citybase Property Management Limited, Goodwell Property Management Limited, Hutchison Telecommunications (Hong Kong) Limited and their operating companies in the PRC and overseas. The increase in the proposed caps is primarily due to the expected growth of Ming An China and the expected increase in its capacity to provide general insurance services in the PRC to Cheung Kong Group and its associates in the next three years. In addition, given the status of the global insurance market, the Company believes that Ming An HK is in a unique position to provide more general insurance services in Hong Kong to Cheung Kong Group and its associates.

DIRECTORS' VIEWS ON THE CONTINUING CONNECTED TRANSACTIONS

The Directors (excluding the independent non-executive Directors whose views will be set out in the circular) are of the view that all the Non-exempt Continuing Connected Transactions have been conducted on normal commercial terms, were entered into in the ordinary and usual course of business of the Group, are fair and reasonable and in the interests of the Company and the Shareholders as a whole, and that the maximum annual value of each of the relevant Non-exempt Continuing Connected Transactions are fair and reasonable.

The Directors (including the independent non-executive Directors) are of the view that all the Exempt Continuing Connected Transactions have been conducted on normal commercial terms, were entered into in the ordinary and usual course of business of the Group, are fair and reasonable and in the interests of the Company and the Shareholders as a whole, and that the maximum annual value of each of the relevant Exempt Continuing Connected Transactions are fair and reasonable.

REASONS AND BENEFITS FOR THE CONTINUING CONNECTED TRANSACTIONS

The Group entered into the Continuing Connected Transactions for the effective and efficient conduct of its ordinary business. Taking into account the past performance and historical relationship between the counterparties of each of the Continuing Connected Transactions and the Group, the Company believes that it is in the best interest of the Group to continue the Continuing Connected Transaction.

IMPLICATIONS OF THE LISTING RULES

Given that one or more of the relevant applicable percentage ratios set out in the Listing Rules for determining the value for each of the Non-exempt Continuing Connected Transactions are expected to be 2.5% or above on an annual basis, each such transaction falls within Rule 14A.35 of the Listing Rules, and is subject to the reporting, announcement and independent shareholders' approval requirements under Rules 14A.45 to 14A.48 and the annual review requirements under Rules 14A.37 and 14A.38 of the Listing Rules.

As the Non-Exempt Continuing Connected Transactions continue following the expiration of the financial year ending 31 December 2008, the Directors will ensure that each of the aggregate transaction values of the Non-Exempt Continuing Connected Transactions falls within 2.5% of the applicable percentage ratios as defined in the Listing Rules, prior to obtaining approval from shareholders of the Company at the AGM. Various control mechanisms have been adopted by the Company to ensure that the relevant connected transactions falls within the 2.5% threshold. Such mechanisms include generating monthly reports showing the transaction figures for each of the relevant connected transactions, and imposing a lower threshold as an internal cap whereby a warning signal will be issued and preventive measures will be taken immediately if the relevant connected transactions reach the internal cap. Under the Master Reinsurance Agreement, the Group is not obliged to enter into reinsurance contracts with CIRe, and under the Master General Insurance Agreement, the Group is not obliged to enter into general insurance agreements with Cheung Kong, its subsidiaries nor its associates. Accordingly, in the event that the shareholders of the Company do not grant approval for the Non-Exempt Continuing Connected Transactions at the AGM, the Company will ensure that the transaction amounts of such connected transactions fall within the 2.5% threshold for the remaining of the year.

Also, as one or more of the relevant applicable percentage ratios set out in the Listing Rules for determining the value for each of the Exempt Continuing Connected Transactions are expected to be less than 2.5% on an annual basis, each such transaction falls within 14A.34 of the Listing Rules, and is subject to the reporting and announcement requirements under Rules 14A.45 to 14A.47 and the annual review requirements under Rules 14A.37 and 14A.38 of the Listing Rules, but is exempt from the independent shareholders' approval requirements under Rules 14A.48 of the Listing Rules.

To the best of the knowledge, information and belief of the directors of the Company, having made all reasonable enquiries, apart from China Insurance Holdings, CIIH, Cheung Kong and their respective associates, no other shareholder of the Company has a material interest in the Non-exempt Continuing Connected Transactions and thus no other shareholder will be required to abstain from voting on the resolution to approve the Non-exempt Continuing Connected Transactions at the AGM. China Insurance Holdings and its associates (including CIIH Group) will abstain from voting on the reinsurance transactions as described in paragraph (E) above. Cheung Kong and its associates will abstain from voting on the provision of general insurance transactions as described in paragraph (F) above.

The Board has set up the Independent Board Committee to review and approve the Non-exempt Continuing Connected Transactions. The Company has also retained GF Capital (Hong Kong) Limited as the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders for the purpose of considering the Non-exempt Continuing Connected Transactions.

A circular containing, among other things, (i) details of the Non-exempt Continuing Connected Transactions; (ii) a letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders of the Company containing its advice on the Non-exempt Continuing Connected Transactions; and (iii) the recommendation of the Independent Board Committee in respect of the Non-exempt Continuing Connected Transactions, will be despatched to the shareholders of the Company as soon as practicable. A notice of AGM will be despatched to the shareholders of the Company separately.

GENERAL

The Company is a leading general insurance company in Hong Kong providing a variety of general insurance products to a broad range of customers in Hong Kong and the PRC.

China Insurance Holdings is one of the longest established general insurers based in the PRC and is a state investment holding company under the direct supervision of the State Council. China Insurance Group principally engages in general insurance, life insurance, reinsurance, reinsurance broking, asset management, pension management, property investment, property development and securities broking.

CIIH Group principally engages in the underwriting of all classes of global reinsurance business and direct life insurance business in the PRC. CIRe, a wholly owned subsidiary of CIIH, mainly engages in the underwriting of all classes of reinsurance business other than casualty reinsurance business outside of Asia. CIGAML, a wholly owned subsidiary of CIIH, mainly engages in the provision of investment consultancy services outside the PRC. TPAML, a non-wholly owned subsidiary of CIIH, mainly engages in the provision of insurance-related asset management services in the PRC.

The principal activities of Cheung Kong Group are investment holding, property development and investment, hotel and serviced suite operation, property and project management and investments in securities. AMTD Risk Management principally engages in the provision of insurance brokerage services, and AMTDFL principally engages in the business of providing financial service products.

DEFINITIONS

"AGM"	an annual general meeting of the Company to be held in May 2009 to consider and approve, among other things, the Non-exempt Continuing Connected Transactions
"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 45% of its issued share capital
"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
"associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Board"	the board of Directors
"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 of the Stock Exchange (stock code: 0001)
"Cheung Kong Group"	Cheung Kong and its subsidiaries
"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, a joint stock limited company established in the PRC and the ultimate controlling shareholder of the Company
"China Insurance Group"	China Insurance Holdings and its subsidiaries (excluding CIIH Group and the Group)
"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 and a subsidiary of China Insurance HK; the shares of CIIH are listed on the Main Board of the Stock Exchange (stock code: 966)
"CIIH Group"	CIIH and its subsidiaries
"CIRe"	China International Reinsurance Company, a company incorporated in Hong Kong with limited liability and a wholly owned subsidiary of CIIH
"Company"	The Ming An (Holdings) Company Limited, a limited liability company incorporated in the Cayman Islands, the shares of which are listed on the Main Board of the Stock Exchange

"connected person(s)"	has the meaning ascribed thereto under the Listing Rules
"Continuing Connected Transactions"	comprising the Exempt Continuing Connected Transactions and Non-exempt Continuing Connected Transactions
"Directors"	director(s) of the Company
"Exempt Continuing Connected Transactions"	comprising the transactions set out under the heading "Exempt Continuing Connected Transactions"
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Board Committee"	comprising all the independent non-executive Directors
"Independent Financial Adviser"	GF Capital (Hong Kong) Limited
"Independent Shareholder(s)"	Shareholder(s) who are not interested in the Non-exempt Continuing Connected Transactions
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Ming An China"	The Ming An Insurance Company (China) Limited, a company established in the PRC and a wholly owned subsidiary of Ming An HK
"Ming An HK"	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
"Non-exempt Continuing Connected Transactions"	comprising the transactions set out under the heading "None-exempt Continuing Connected Transactions"
"Prospectus"	the prospectus of the Company dated 11 December 2006

"PRC"	the People's Republic of China, excluding, for the purposes of this announcement, Hong Kong, Macao Special Administrative Region and Taiwan
"TPAML"	Tai Ping Asset Management Company Limited, a company incorporated in the PRC with limited liability and a non-wholly owned subsidiary of CIIH
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

By order of the Board of
The Ming An (Holdings) Company Limited
CHENG Kwok Ping
Executive Director

Hong Kong, 16 December 2008

As at the date of this announcement, the executive Directors of the Company are PENG Wei, CHENG Kwok Ping, CHAN Pui Leung, and LEE Wai Kun; the non-executive Directors of the Company are LIN Fan, WU Chi Hung, IP Tak Chuen, Edmond, MA Lai Chee, Gerald, and HONG Kam Cheung; and the independent non-executive Directors of the Company are YUEN Shu Tong, DONG Juan, WONG Hay Chih, YU Ziyou, and LEE Yim Hong, Lawrence.

This announcement is posted on the website of the main board of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk on the "Listed Companies Information" page and on the website of the Company at www.mahcl.com.