



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)

FORM OF PROXY
(ANNUAL GENERAL MEETING – 25 MAY 2009)

I/We ^(note 1) _____
of _____
being the registered holder(s) of ^(note 2) _____ shares of HK\$0.10 each in the share capital of The Ming An (Holdings) Company Limited (the “Company”), hereby appoint ^(note 3) _____ of _____ or failing him the Chairman of the meeting, as my/our proxy to act for me/us at the annual general meeting (or at any adjournment thereof) of the Company to be held at 24/F (Penthouse), Ming An Plaza, 8 Sunning Road, Causeway Bay, Hong Kong on Monday, 25 May 2009 at 3:00 p.m. (the “Annual General Meeting”) and to vote for me/us as directed below or, if no such indication is given, as my/our proxy thinks fit.

| | RESOLUTIONS | FOR ^(note 4) | AGAINST ^(note 4) |
|------|---|-------------------------|-----------------------------|
| 1 | To receive and consider the audited Financial Statements and the Report of the Directors and the Report of the Auditors for the year ended 31 December 2008 | | |
| 2(a) | To re-elect Mr. Wu Chi Hung as a Director | | |
| 2(b) | To re-elect Mr. Ma Lai Chee, Gerald as a Director | | |
| 2(c) | To re-elect Mr. Hong Kam Cheung as a Director | | |
| 2(d) | To re-elect Mr. Yuen Shu Tong as a Director | | |
| 2(e) | To re-elect Mr. Wong Hay Chih as a Director | | |
| 2(f) | To re-elect Mr. Liu Shi Hong as a Director | | |
| 2(g) | To authorise the Board of Directors to fix the Directors’ remuneration | | |
| 3 | To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorise the Board of Directors to fix their remuneration | | |
| 4(a) | Ordinary resolution on item 4(A) of the Notice of the Annual General Meeting (To grant a general mandate to the Directors of the Company to issue additional shares) | | |
| 4(b) | Ordinary resolution on item 4(B) of the Notice of the Annual General Meeting (To grant a general mandate to the Directors of the Company to repurchase shares of the Company) | | |
| 4(c) | Ordinary resolution on item 4(C) of the Notice of the Annual General Meeting (To extend the general mandate to the Directors of the Company to issue additional shares) | | |
| 4(d) | Ordinary resolution on item 4(D) of the Notice of the Annual General Meeting (To approve, ratify and confirm the Master Reinsurance Agreement, the related annual caps and all the transactions contemplated under the Master Reinsurance Agreement.) | | |
| 4(e) | Ordinary resolution on item 4(E) of the Notice of the Annual General Meeting (To approve, ratify and confirm the Master General Insurance Agreement, the related annual caps and all the transactions contemplated under the Master General Insurance Agreement.) | | |

Date: _____ 2009

Signature: ^(note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.10 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE ANNUAL GENERAL MEETING WILL ACT AS YOUR PROXY.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Annual General Meeting other than that referred to in the notice convening the Annual General Meeting. If you wish to vote part of your shares for and part of your shares against the resolution in the event that a poll is called, please insert the number of shares in the relevant box.
5. The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised to sign the same.
6. Where there are joint holders of any share in the capital of the Company, any one of such joint holders may vote, either in person or by proxy, at the Annual General Meeting, but if more than one of such joint holders be present at the Annual General Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting (as the case may be).
8. The proxy need not be a member of the Company but must attend the Annual General Meeting in person to represent you.
9. Completion and deposit of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or at any adjourned meeting thereof (as the case may be) should you so wish, and in such event, the form of proxy shall be deemed to be revoked.
10. Any alteration made to this form of proxy must be initialed by the person who signs it.