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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of The Ming An (Holdings) Company Limited (the “**Company**”) will 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. for the following purpose of considering and, if thought fit, passing the following resolutions:

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. To re-elect Directors of the Company and 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; and
4. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

(A) “**THAT:**

- (a) subject to paragraphs (b) and (c) of this resolution, the exercise by the Board of Directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with new shares of the Company (the “**Shares**”) and to allot, issue or grant securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares or such convertible securities, and to make or grant offers, agreements, options and warrants which would or might require the exercise of such powers be generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall not extend beyond the Relevant Period but shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and warrants which would or might require the exercise of such power after the end of the Relevant Period;

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to Shares issued as a result of a Rights Issue (as defined below), the exercise of the subscription or conversion rights attaching to any warrants or any securities convertible into Shares or the exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to persons such as officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares or any scrip dividend providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution,

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

(B) “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase or repurchase on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), or any other stock exchange on which the securities of the Company are or may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, Shares including any form of depositary shares representing the right to receive

such Shares issued by the Company and that the exercise by the Directors of all powers of the Company to repurchase such securities, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of the Shares which may be purchased or repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of this resolution, and the said approval shall be limited accordingly; and

(c) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; and

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(C) “**THAT** subject to the passing of Ordinary Resolutions Nos. 4(A) and 4(B) set out in the notice convening this meeting, the aggregate nominal amount of the share capital of the Company which may be purchased or repurchased by the Company pursuant to the authority granted to the Directors by Ordinary Resolution No. 4(B) set out in the notice convening this meeting shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or issued or agreed conditionally or unconditionally to be allotted or issued by the Directors pursuant to Ordinary Resolution No. 4(A) set out in the notice convening this meeting, provided that such shares shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of this resolution.”

(D) “**THAT**:

(a) the master reinsurance agreement dated 16 December 2008 entered into between the Company and China International Reinsurance Company (“**CIRE**”) as reinsurer in respect of the reinsurance contracts, a copy of which marked “A” has been tabled before the meeting and initialed by the chairman of the meeting for identification purpose, and transactions contemplated thereunder (“**Transaction 1**”) and the implementation thereof be and are hereby approved, ratified and confirmed;

- (b) the proposed annual caps of the gross premium income ceded by the Group and underwritten by CIRE in respect of Transaction 1 for each of the three financial years ending 31 December 2009, 31 December 2010 and 31 December 2011, being HK\$120 million, HK\$150 million and HK\$200 million per year, respectively and the proposed annual caps of the commission income receivable by the Group in respect of the Transaction 1 for each of the three financial years ending 31 December 2009, 31 December 2010 and 31 December 2011, being HK\$31 million, HK\$39 million and HK\$52 million, respectively be and are hereby approved, ratified and confirmed; and
- (c) the Directors be and are hereby authorized for and on behalf of the Company to do all such acts and things, to sign and execute all such documents, instruments and agreements and to take all such steps as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with paragraphs (a) and (b) of this resolution.”

(E) **“THAT:**

- (a) the master general insurance agreement dated 16 December 2008 entered into between the Company and Cheung Kong (Holdings) Limited (**“Cheung Kong”**) in respect of general insurance agreements, a copy of which marked “B” has been tabled before the meeting and initialed by the chairman of the meeting for identification purpose, and transactions contemplated thereunder (**“Transaction 2”**) and the implementation thereof be and are hereby approved, ratified and confirmed;
- (b) the proposed annual caps of the aggregate annual gross premium payable by Cheung Kong Group and its associates in respect of Transaction 2 for each of the three financial years ending 31 December 2009, 31 December 2010 and 31 December 2011, being HK\$117 million, HK\$155 million and HK\$206.5 million, respectively be and are hereby approved, ratified and confirmed; and
- (c) the Directors be and are hereby authorized for and on behalf of the Company to do all such acts and things, to sign and execute all such documents, instruments and agreements and to take all such steps as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with paragraphs (a) and (b) this resolution.”

By Order of the Board
Lim Bik Har
Company Secretary

Hong Kong, 20 April 2009

Notes:

1. In order to be entitled to attend and vote at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on 19 May 2009.
2. Only members, their proxies and corporate representatives (as the case may be) who have been duly appointed in accordance with the articles of association of the Company are entitled to attend and vote at the Annual General Meeting.
3. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote instead of that member. A proxy need not be a member of the Company. To be valid, the 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 lodged with 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.
4. At the Annual General Meeting, the Chairman of the Annual General Meeting will exercise his power under Article 84 of the Articles of Association of the Company to put each of the above resolutions to the vote by way of a poll.
5. With respect to Ordinary Resolution No. 4(A), the Directors of the Company wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the members under Ordinary Resolution No. 4(A) as a general mandate for the purpose of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
6. A circular containing the information regarding the Directors proposed to be re-elected, general mandates to issue and repurchase shares of the Company and the Continuing Connected Transactions and the Annual Caps is being sent to the shareholders of the Company together with the Company's 2008 annual report.
7. With regard to Ordinary Resolutions Nos. 4(D) and 4(E) in this notice, the information regarding the Continuing Connected Transactions was contained in a circular to shareholders of the Company dated 31 December 2008.
8. As at the date of this notice, the executive Directors of the Company are Mr. Peng Wei, Mr. Cheng Kwok Ping, Mr. Chan Pui Leung, Mr. Lee Wai Kun and Mr. Liu Shi Hong; the non-executive Directors are Mr. Lin Fan, Mr. Wu Chi Hung, Mr. Ip Tak Chuen, Edmond, Mr. Ma Lai Chee, Gerald and Mr. Hong Kam Cheung; the independent non-executive Directors are Mr. Yuen Shu Tong, Ms. Dong Juan, Mr. Wong Hay Chih, Ms. Yu Ziyou and Mr. Lee Yim Hong, Lawrence.