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*(Incorporated in Hong Kong with limited liability)*  
(Stock Code: 966)



**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)

**POSSIBLE PROPOSED PRIVATISATION OF  
THE MING AN (HOLDINGS) COMPANY LIMITED  
BY WAY OF A SCHEME OF ARRANGEMENT UNDER SECTION 86 OF  
THE COMPANIES LAW AND INCLUDING PROPOSED WITHDRAWAL OF  
LISTING OF SHARES OF MAH**

**NO INCREASE STATEMENT  
AND  
CLARIFICATION ANNOUNCEMENT**

**NO INCREASE STATEMENT**

CIHH notified MAH on 19 June 2009 by way of a letter addressed to the board of MAH that the consideration under the Privatisation Proposal of 1 new CIHH Share for every 10 Scheme Shares will not be increased.

**MAH Shareholders and potential investors should be aware that, following the making of this statement, CIHH will not be allowed to further increase the consideration of 1 new CIHH Share for every 10 Scheme Shares save in wholly exceptional circumstances, as provided in Rule 18.3 of the Takeovers Code.**

**CLARIFICATION**

The board of CIHH and MAH would like to clarify that 930,000 MAH Shares were held by the spouse and children of Mr. Cheng, an executive director of MAH and a director of CIHK, as at the date of the Announcement. Therefore, the MAH Directors were interested in 1,060,000 MAH Shares as at the date of the Announcement.

**Shareholders of and potential investors in CIHH and MAH should be aware that the making of the Privatisation Proposal is subject to satisfaction and/or waiver of the Pre-Conditions as set out in the Announcement. Even if the Privatisation Proposal is made, the Privatisation Proposal is subject to the satisfaction or waiver (as applicable) of the Conditions and therefore may or may not become effective. Accordingly, shareholders of and potential investors in the CIHH and MAH are advised to exercise caution when dealing in shares of the CIHH and MAH.**

Reference is made to the joint announcement of CIIH and MAH dated 22 May 2009 in respect of the Stake Acquisition and the Privatisation Proposal (the “**Announcement**”). Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

## **NO INCREASE STATEMENT**

CIIH notified MAH on 19 June 2009 by way of a letter addressed to the board of MAH that the consideration under the Privatisation Proposal of 1 new CIIH Share for every 10 Scheme Shares will not be increased.

**MAH Shareholders and potential investors should be aware that, following the making of this statement, CIIH will not be allowed to further increase the consideration of 1 new CIIH Share for every 10 Scheme Shares save in wholly exceptional circumstances, as provided in Rule 18.3 of the Takeovers Code.**

## **CLARIFICATION**

It was disclosed on pages 13 and 14 of the Announcement that the MAH Directors were interested in 1,040,000 MAH Shares as at the date of the Announcement and out of these 1,040,000 MAH Shares, 910,000 MAH Shares were held by the spouse and children of Mr. Cheng Kwok Ping (“**Mr. Cheng**”), an executive director of MAH.

It was further disclosed on page 19 of the Announcement in the second paragraph under the heading “Information on CIIH” that Mr. Cheng, a director of MAH and CIHK, is interested in 910,000 MAH Shares, representing approximately 0.03% of the issued share capital of MAH as at the date of the Announcement.

The board of CIIH and MAH would like to clarify that 930,000 MAH Shares, not 910,000 MAH Shares, were held by the spouse and children of Mr. Cheng as at the date of the Announcement. Therefore, the MAH Directors were interested in 1,060,000 MAH Shares, not 1,040,000 MAH Shares, as at the date of the Announcement.

By way of illustration, the shareholding structure of MAH as at the date of the Announcement, upon completion of the Stake Acquisition but before completion of the Privatisation Proposal, and upon the completion of both the Stake Acquisition and the Privatisation Proposal (assuming the Scheme becomes effective) and the notes thereto as disclosed on pages 13 and 14 of the Announcement should have been as follows:

Names	As at the date of the Announcement		Shareholding structure upon completion of the Stake Acquisition but before completion of Privatisation Proposal		Shareholding structure upon completion of the Stake Acquisition and the Privatisation Proposal (assuming the Scheme becomes effective)	
	No. of MAH Shares held	Approximate %	No. of MAH Shares held	Approximate %	No. of MAH Shares held	Approximate %
		of MAH issued share capital		of MAH issued share capital		of MAH issued share capital
CIIH (Note 1)	102,949,000	3.54	1,492,196,000	51.34	2,906,384,000	100.00
CIHK and Manhold (Note 2)	1,389,247,000	47.80	0	0.00	0	0.00
CKH (Note 3)	609,290,000	20.96	609,290,000	20.96	0	0.00
MAH Directors (Note 4)	1,060,000	0.04	1,060,000	0.04	0	0.00
Public (Note 5)	803,838,000	27.66	803,838,000	27.66	0	0.00
<b>Total</b>	<b>2,906,384,000</b>	<b>100.00</b>	<b>2,906,384,000</b>	<b>100.00</b>	<b>2,906,384,000</b>	<b>100.00</b>

Notes:

1. The interests of CIIH are held through Share China Assets Limited, a wholly-owned subsidiary of CIIH.
2. 1,388,761,000 MAH Shares are held directly by CIHK and 486,000 MAH Shares are held by Manhold, a wholly-owned subsidiary of CIHK.
3. The interests of CKH are held through MBIL.
4. 130,000 MAH Shares are held by Mr. Wu Chi Hung, a non-executive director of MAH and 930,000 MAH Shares are held by the spouse and children of Mr. Cheng, an executive director of MAH.
5. These include 100,000 MAH Shares and 240,000 MAH Shares held by Mr. Song Shuguang and the spouse of Mr. Xie Yiqun, respectively. Mr. Song Shuguang and Mr. Xie Yiqun are both directors of CIIH.

**Shareholders of and potential investors in CIIH and MAH should be aware that the making of the Privatisation Proposal is subject to satisfaction and/or waiver of the Pre-Conditions as set out in the Announcement. Even if the Privatisation Proposal is made, the Privatisation Proposal is subject to the satisfaction or waiver (as applicable) of the Conditions and therefore may or may not become effective. Accordingly, shareholders of and potential investors in the CIIH and MAH are advised to exercise caution when dealing in shares of the CIIH and MAH.**

By order of the board  
**China Insurance International Holdings  
Company Limited**  
**Ng Yu Lam Kenneth**  
*Executive Director & Chief Executive Officer*

By order of the board  
**The Ming An (Holdings)  
Company Limited**  
**Lim Bik Har**  
*Company Secretary*

Hong Kong, 19 June 2009

*The CIIH Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the MAH Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the MAH Group) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements (other than that relating to the MAH Group) in this announcement misleading.*

*As at the date of this announcement, the board of CIIH comprises 11 directors, of which Mr. LIN Fan, Mr. SONG Shuguang, Mr. XIE Yiqun, Mr. HE Zhiguang, Mr. NG Yu Lam Kenneth, Mr. SHEN Koping Michael and Mr. LAU Siu Mun Sammy are executive directors, Mr. LI Tao is a non-executive director and Dr. WU Jiesi, Mr. CHE Shujian and Mr. LAU Wai Kit are independent non-executive directors.*

*The MAH Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (in relation to the information relating to the MAH Group only) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (relating to those expressed by the MAH Group only) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements relating to the MAH Group in this announcement misleading.*

*As at the date of this announcement, the board of MAH comprises 15 directors, of which Mr. PENG Wei, Mr. CHENG Kwok Ping, Mr. CHAN Pui Leung, Mr. LEE Wai Kun and Mr. LIU Shi Hong are executive directors; Mr. LIN Fan, Mr. WU Chi Hung, Mr. IP Tak Chuen, Edmond, Mr. MA Lai Chee, Gerald and Mr. HONG Kam Cheung are non-executive directors; and Mr. YUEN Shu Tong, Ms. DONG Juan, Mr. WONG Hay Chih, Ms. YU Ziyou and Mr. LEE Yim Hong, Lawrence are independent non-executive directors.*

*This announcement is posted on the website of The Stock Exchange of Hong Kong Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and on the the website of CIIH at [www.ciih.com](http://www.ciih.com) and on the website of MAH at [www.mahcl.com](http://www.mahcl.com).*