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中國太平保險控股有限公司

China Taiping Insurance Holdings Company Limited

(formerly known as China Insurance International Holdings Company Limited)

(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)

JOINT ANNOUNCEMENT

PROPOSED PRIVATISATION OF THE MING AN (HOLDINGS) COMPANY LIMITED BY WAY OF A SCHEME OF ARRANGEMENT UNDER SECTION 86 OF THE COMPANIES LAW

DISPATCH OF SCHEME DOCUMENT

The Scheme Document will be dispatched to the MAH Shareholders on Monday, 7 September 2009.

The Scheme Document contains, inter alia, further details of the Privatisation Proposal and the Scheme, the expected timetable, the explanatory statement as required under the Rules of the Grand Court, information regarding CTIH and MAH, a letter from the Independent Board Committee, a letter from Guangdong Securities Limited to the Independent Board Committee, a notice of Court Meeting and a notice of EGM.

Independent MAH Shareholders and MAH Shareholders should consider the Scheme Document carefully, including the recommendations from the Independent Board Committee and the independent financial adviser to the Independent Board Committee, Guangdong Securities Limited, before deciding how to vote in relation to the resolutions relating to the Scheme to be proposed at the Court Meeting and the EGM.

Shareholders of and potential investors in CTIH and MAH should be aware that 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 CTIH and MAH are advised to exercise caution when dealing in shares of CTIH and MAH.

Reference is made to the joint announcements of China Taiping Insurance Holdings Company Limited (formerly known as China Insurance International Holdings Company Limited) (“CTIH”) and MAH dated 22 May 2009, 19 June 2009, 26 June 2009 and 24 August 2009, the announcements of CTIH dated 19 June 2009, 16 July 2009 and 30 July 2009, the circular of CTIH dated 19 June 2009 and the announcements of MAH dated 10 July 2009 and 31 July 2009. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the composite document dated 7 September 2009 containing, among other things, details of the Privatisation Proposal (the “**Scheme Document**”).

Dispatch of the Scheme Document

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Independent MAH Shareholders and MAH Shareholders should consider the Scheme Document carefully, including the recommendations from the Independent Board Committee and the independent financial adviser to the Independent Board Committee, Guangdong Securities Limited, before deciding how to vote in relation to the resolutions relating to the Scheme to be proposed at the Court Meeting and the EGM.

Closure of Register of Members of MAH

For the purpose of determining the entitlements of the Independent MAH Shareholders to attend and vote at the Court Meeting and the MAH Shareholders to attend and vote at the EGM, the register of members of MAH will be closed from Monday, 5 October 2009 to Wednesday, 7 October 2009 (*both days inclusive*) and during such period, no transfer of MAH Shares will be effected. In order to qualify to vote at the Court Meeting and the EGM, all transfers accompanied by the relevant share certificates must be lodged with Computershare Hong Kong Investor Services Limited, the Hong Kong branch share registrar of MAH, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong before 4:30 p.m. (*Hong Kong time*) on Friday, 2 October 2009.

Conditions of the Privatisation Proposal

Subject to all the Conditions of the Privatisation Proposal being fulfilled or waived, as applicable, the Scheme is expected to become effective on Friday, 30 October 2009 (*Cayman Islands time*). Details of these Conditions are set out in the Scheme Document. The Scheme will lapse if it does not become effective on or before 28 February 2010 (or such later date as CTIH and MAH may agree or, to the extent applicable, as the Grand Court may direct), and MAH Shareholders will be notified by way of a further announcement.

Last day for dealing

Provided that the Scheme is approved, the last day for dealing in MAH Shares will be Wednesday, 21 October 2009. In such event, the register of members of MAH will be closed from Wednesday, 28 October 2009 to Friday, 30 October 2009. To qualify for entitlements under the Scheme, all transfers accompanied by the relevant share certificates must be lodged with Computershare Hong Kong Investor Services Limited, the Hong Kong branch share registrar of MAH, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. (*Hong Kong time*) on Tuesday, 27 October 2009.

Expected Timetable

Hong Kong time
(unless otherwise stated)

Latest time for lodging transfers of MAH Shares in order to qualify for attending and voting at the Court Meeting and the EGM before 4:30 p.m. on Friday, 2 October 2009

Latest time for lodging forms of proxy in respect of⁽¹⁾:
Court Meeting 10:00 a.m. on Monday, 5 October 2009
EGM 10:30 a.m. on Monday, 5 October 2009

Register of members of MAH closed for determination of entitlements of Independent MAH Shareholders and MAH Shareholders (as the case may be) to attend and vote at the Court Meeting and at the EGM⁽²⁾ Monday, 5 October 2009 to Wednesday, 7 October 2009
(*both days inclusive*)

Suspension of dealing in MAH Shares and CTIH Shares 9:30 a.m. on Wednesday, 7 October 2009

Court Meeting⁽³⁾⁽⁴⁾ 10:00 a.m. on Wednesday, 7 October 2009

EGM⁽³⁾⁽⁴⁾ 10:30 a.m. on Wednesday, 7 October 2009
(*or as soon as thereafter as the Court Meeting convened for the same day and place shall have been concluded or adjourned*)

Announcement of the results of the Court Meeting and the EGM published on the website of the Stock Exchange and the respective websites of MAH and CTIH	No later than 7:00 p.m. on Wednesday, 7 October 2009
Resumption of dealing in MAH Shares and CTIH Shares	9:30 a.m. on Thursday, 8 October 2009
Court hearing of MAH’s summons for directions in respect of the capital reduction ⁽⁵⁾	Thursday, 8 October 2009 <i>(Cayman Islands time)</i>
Last day for dealing in MAH Shares	Wednesday, 21 October 2009
Latest time for lodging transfers of MAH Shares to qualify for entitlements under the Scheme	4:30 p.m. on Tuesday, 27 October 2009
Register of members of MAH closed for determination of Scheme Shareholders who are qualified for entitlements under the Scheme ⁽⁶⁾	Wednesday, 28 October 2009 to Friday, 30 October 2009 <i>(both days inclusive)</i>
Record Date	Friday, 30 October 2009
Court hearing of the petition to sanction the Scheme and to confirm the capital reduction ⁽⁵⁾	Friday, 30 October 2009 <i>(Cayman Islands time)</i>
Effective Date ⁽⁵⁾⁽⁷⁾	Friday, 30 October 2009 <i>(Cayman Islands time)</i>
Announcement of the results of the Court hearing, the Effective Date and the intention to withdraw the listing of MAH Shares from the Stock Exchange published on the website of the Stock Exchange and the respective websites of MAH and CTIH	Monday, 2 November 2009
Withdrawal of the listing of MAH Shares on the Stock Exchange	4:00 p.m. on Monday, 2 November 2009
Certificates for CTIH Shares to be dispatched ⁽⁸⁾	on or before Monday, 9 November 2009

MAH Shareholders and CTIH Shareholders should note that the above timetable is subject to change. Further announcement(s) will be made in the event that there is any change.

Notes:

- (1) In order to be valid, the pink form of proxy in respect of the Court Meeting and, if so requested by the MAH Board, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must either be deposited with Computershare Hong Kong Investor Services Limited, MAH's Hong Kong branch share registrar at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or sent by facsimile at number (852) 2854 4505 (marked for the attention of the "Company Secretary"), as soon as possible and in any event no less than 48 hours before the time for holding the Court Meeting or any adjournments thereof, or alternatively be handed to the Chairman of the Court Meeting at the Court Meeting. In order to be valid, the white form of proxy in respect of the EGM and, if so requested by the MAH Board, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited with Computershare Hong Kong Investor Services Limited at the abovementioned address as soon as possible and in any event no less than 48 hours before the time for holding the EGM or any adjournments thereof. Assuming that the Court Meeting and the EGM are held as scheduled, the latest time for lodging the pink and white forms of proxy (together with any supporting documents (if required)) will be 10:00 a.m. and 10:30 a.m. on Monday, 5 October 2009 respectively provided that the pink forms of proxy (together with any supporting documents (if required)) may be handed to the Chairman of the Court Meeting at the Court Meeting. Completion and return of a form of proxy for the Court Meeting or the EGM will not preclude an Independent MAH Shareholder or a MAH Shareholder (as the case may be) entitled to do so from attending the relevant meeting and voting in person. In such event, the relevant form of proxy will be deemed to have been revoked.

MAH will not recognise a person holding any MAH Shares in trust. If you are a Beneficial Owner whose MAH Shares are held upon trust by, and registered in the name of a Registered Owner (other than HKSCC Nominees Limited), you should contact the Registered Owner and provide him, her or it with instructions or make arrangements with the Registered Owner in relation to the manner in which your MAH Shares should be voted at the Court Meeting and/or the EGM. Such instructions and/or arrangements should be given or made in advance of the aforementioned latest time for the lodgment of forms of proxy in respect of the Court Meeting and the EGM in order to provide the Registered Owner with sufficient time to accurately complete his, her or its proxy and to submit it by the deadline stated above. To the extent that any Registered Owner requires instructions from or arrangements to be made with any Beneficial Owner at a particular date or time in advance of the aforementioned latest time for the lodgment of forms of proxy in respect of the Court Meeting and the EGM, then any such Beneficial Owner should comply with the requirements of the Registered Owner.

If you are a Beneficial Owner whose MAH Shares are deposited in CCASS and registered under the name of HKSCC Nominees Limited, you must, unless you are an Investor Participant, contact your broker, custodian, nominee, or other relevant person who is, or has, in turn, deposited such MAH Shares with, a CCASS participant regarding voting instructions to be given to such persons if you wish to vote at the Court Meeting or at the EGM. You should contact your broker, custodian, nominee or other relevant person in advance of the latest time for the lodgment of forms of proxy in respect of the Court Meeting and the EGM, in order to provide such broker, custodian, nominee or other relevant person with sufficient time to provide HKSCC with instructions or make arrangements with HKSCC in relation to the manner in which the MAH Shares of the Beneficial Owner should be voted at the Court Meeting and/or the EGM.

- (2) The closure of the register of members of MAH during this period is not for the purpose of determining entitlements under the Scheme. Instead, it is for the purpose of determining entitlements of Independent MAH Shareholders and MAH Shareholders to attend and vote at the Court Meeting and the EGM respectively.
- (3) The Court Meeting and EGM will be held at 22/F, Phase II, Ming An Plaza, 8 Sunning Road, Causeway Bay, Hong Kong at the times and dates specified above. Notice of the Court Meeting is set out on pages N-1 to N-2 of the Scheme Document and Notice of the EGM is set out on pages EGM-1 to EGM-3 of the Scheme Document.

- (4) In the event that a black rainstorm warning or a tropical cyclone signal number 8 or above is hoisted or remains hoisted at any time between 8:00 a.m. and 10:00 a.m. (*Hong Kong time*) on the date of the Court Meeting and EGM, the Court Meeting and EGM will not be held on that day but will be held at the same time and place on the first Business Day thereafter.
- (5) All references in this announcement to times and dates are references to Hong Kong times and dates, other than references to the expected dates of the Court hearing of MAH's summons for directions in respect of the capital reduction, the Court hearing of the petition to sanction the Scheme and to confirm the capital reduction, and the Effective Date, which are the relevant times and dates in the Cayman Islands. Cayman Islands time is 13 hours behind Hong Kong time.
- (6) The register of members of MAH will be closed during such period for the purpose of determining the Scheme Shareholders who are qualified for entitlements under the Scheme.
- (7) The Scheme will become effective upon all the conditions set out in paragraph 3 headed "Conditions of the Privatisation Proposal" in the Explanatory Statement on pages 62 to 64 of the Scheme Document having been satisfied or waived, as applicable.
- (8) Share certificates for the CTIH Shares will be dispatched as soon as possible and in any event within 10 days from the Effective Date.

Shareholders of and potential investors in CTIH and MAH should be aware that 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 CTIH and MAH are advised to exercise caution when dealing in shares of CTIH and MAH.

By order of the board of
**China Taiping Insurance Holdings
Company Limited**
NG Yu Lam Kenneth

Executive Director & Chief Executive Officer

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

Hong Kong, 7 September 2009

The CTIH 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 CTIH comprises 10 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 and Mr. CHE Shujian 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 Ziyu 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 and on the website of CTIH at www.ctih.cntaiping.com and on the website of MAH at www.mahcl.com.