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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)

**IN THE GRAND COURT OF THE CAYMAN ISLANDS
CAUSE NO: 350 OF 2009**

**IN THE MATTER OF
THE MING AN (HOLDINGS) COMPANY LIMITED**

AND

**IN THE MATTER OF
SECTION 86 OF THE COMPANIES LAW (2007 REVISION)
OF THE CAYMAN ISLANDS AS AMENDED FROM TIME TO TIME**

NOTICE OF COURT MEETING

NOTICE IS HEREBY GIVEN that, by an order dated 31 August 2009 (the “**Order**”) made in the above matter, the Grand Court of the Cayman Islands (the “**Court**”) has directed a meeting (the “**Meeting**”) to be convened of the holders of shares of HK\$0.10 each (“**Shares**”) in the capital of The Ming An (Holdings) Company Limited (the “**Company**”) other than those of such shares legally and/or beneficially owned by China Taiping Insurance Holdings Company Limited (“**CTIH**”) and holders of Scheme Shares (as defined below) who are presumed to be parties acting in concert with CTIH in relation to the privatisation proposal under the Code on Takeovers and Mergers published by the Securities and Futures Commission of Hong Kong (which as at 4 September 2009 were Mr. Song Shuguang, Ms. Shen Yun and certain close relations of Mr. Cheng Kwok Ping including Ms. Yeung Kwai Fong, Ms. Cheng Yu Ching, Winky, Ms. Cheng Yu Ling, Suki and Mr. Chik Kam Ming, Mr. Chen Mo and Merrill Lynch (Asia Pacific) Limited and persons controlling, controlled by or under the same control as Merrill Lynch (Asia Pacific) Limited (other than entities acting in the capacity of exempt principal traders) for the purpose of considering and, if thought fit, approving, with or without modification, a scheme of arrangement (the “**Scheme**”) proposed to be made between the Company and the holders of Shares other than CTIH (the “**Scheme Shares**”), and that the Meeting will be held at 22/F, Phase II, Ming An Plaza, 8 Sunning Road, Causeway Bay, Hong Kong on Wednesday, 7 October 2009, at 10:00 a.m. (Hong Kong time), or in the event that a black rainstorm warning or a tropical cyclone

warning 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 that day, at the same time and place on the first Business Day (as defined below) after Wednesday, 7 October 2009, at which place and time all such holders of shares of HK\$0.10 each in the capital of the Company are requested to attend.

“Business Day” means any day (excluding Saturday) on which no black rainstorm warning or tropical cyclone warning 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) and on which banks in Hong Kong are generally open for business.

A copy of the Scheme and a copy of an explanatory statement explaining the effect of the Scheme which are incorporated in the printed scheme document, together with a pink form of proxy for use at the Meeting, will be or has been dispatched to the above-mentioned holders of shares of HK\$0.10 each in the capital of the Company. A copy of the said scheme document and form of proxy can also be obtained by the above-mentioned holders of shares of HK\$0.10 each in the capital of the Company from the Company’s branch share registrar in Hong Kong, being Computershare Hong Kong Investor Services Limited of Rooms 1712 - 1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.

The above-mentioned holders of shares of HK\$0.10 each in the capital of the Company may vote in person at the Meeting or, if they are holders of two or more shares, they may appoint one or more proxies, whether a member of the Company or not, to attend and vote in their stead.

In the case of joint holders of a share, the vote of the most senior holder who tenders a vote, whether personally or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s), and, for this purpose, seniority will be determined by the order in which the names of the joint holders stand in the register of members of the Company in respect of the relevant joint holding.

It is requested that forms appointing proxies and, if so requested by the board of the Company, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, be lodged, by hand or by post, with Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company in Hong Kong, at Rooms 1712 - 1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong or by facsimile at (852) 2854 4505 (marked for the attention of the “Company Secretary”) not less than 48 hours before the time appointed for the Meeting (or any adjournment thereof), but if forms (together with any supporting documents (if required)) are not so lodged they may be handed to the chairman of the Meeting at the Meeting.

By the Order, the Court has appointed Mr. Yuen Shu Tong, an independent non-executive director of the Company, or, failing him, Mr. Lee Yim Hong, Lawrence, an independent non-executive director of the Company, or, failing him, any other person who is a director of the Company as at the date of the Order to act as the chairman of the Meeting, and has directed the chairman of the Meeting to report the results thereof to the Court.

The Scheme will be subject to a subsequent application seeking the sanction of the Court.

Dated 7 September 2009

APPLEBY

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Attorneys-at-law for the Company

As at the date of this announcement, the executive Directors of the Company are PENG Wei, CHENG Kwok Ping, CHAN Pui Leung, LEE Wai Kun and LIU Shi Hong; 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.

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