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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 EGM

NOTICE IS HEREBY GIVEN that an EGM of The Ming An (Holdings) Company Limited (the “**Company**”) will be held at 22/F, Phase II, Ming An Plaza, 8 Sunning Road, Causeway Bay, Hong Kong on Wednesday, 7 October 2009 at 10:30 a.m. (Hong Kong time) (or immediately after the conclusion or adjournment of the Court Meeting (as defined in the scheme of arrangement herein after mentioned) convened at the direction of the Grand Court of the Cayman Islands for the same place and day), 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 in Note 1 below) after Wednesday, 7 October 2009, for the purpose of considering and, if thought fit, passing the following resolution, as a special resolution:

SPECIAL RESOLUTION

“**THAT:**

- A. the scheme of arrangement dated 7 September 2009 (the “**Scheme**”) between the Company and the holders of Scheme Shares (as defined in the Scheme) in the form of the print thereof which has been produced to this meeting and, for the purposes of identification, signed by the chairman of this meeting subject to any modifications, additions or conditions as may be approved or imposed by the Grand Court of the Cayman Islands, be and is hereby approved;
- B. for the purposes of giving effect to the Scheme, on the Effective Date (as defined in the Scheme):
 1. the issued share capital of the Company shall be reduced by cancelling and extinguishing the Scheme Shares;
 2. subject to and forthwith upon such reduction of share capital taking effect, the issued share capital of the Company shall be increased to its former amount by the issue of the same number of ordinary shares of HK\$0.10 each in the capital of the Company as is equal to the number of Scheme Shares cancelled and extinguished; and

3. the Company shall apply the credit arising in its books of account as a result of such capital reduction in paying up in full at par the new ordinary shares of HK\$0.10 each in the capital of the Company issued as aforesaid, credited as fully paid, to China Taiping Insurance Holdings Company Limited (formerly known as China Insurance International Holdings Company Limited) (“CTIH”) or subsidiary(ies) of CTIH as CTIH may direct; and
- C. the directors of the Company be and are hereby authorised to do all such acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme, including (without limitation) the giving of consent to any modification of or addition to, the Scheme, which the Grand Court of the Cayman Islands may see fit to impose.”

By Order of the Board
The Ming An (Holdings) Company Limited
Lim Bik Har
Company Secretary

Hong Kong, 7 September 2009

Registered office:

Clifton House
75 Fort Street
P.O. Box 1350 GT
George Town
Grand Cayman
Cayman Islands

Principal place of business in Hong Kong:

19th Floor, Ming An Plaza
8 Sunning Road
Causeway Bay
Hong Kong

Notes:

1. “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.
2. A member entitled to attend and vote at this meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of 2 or more shares may appoint more than 1 proxy to represent him. A proxy need not be a member of the Company, but must attend the meeting in person to represent him.
3. A white form of proxy for use at this meeting is enclosed herewith.
4. In order to be valid, the white form of proxy, and, if requested by the board of the Company, the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be lodged, by hand or by post, with the Company’s branch share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no less than 48 hours before the time for holding this meeting or any adjournments thereof. Assuming that this meeting is held as scheduled, the latest time for lodging the white form of proxy will be 10:30 a.m. on Monday, 5 October 2009.

5. In the case of joint holders of shares in the Company, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such share as if he or she were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
6. At the meeting, the Chairman thereof will exercise his power under article 84 of the articles of association of the Company to put the above resolution to the vote by way of a poll.
7. The register of members of the Company will be closed from Monday, 5 October 2009 to Wednesday, 7 October 2009 (both dates inclusive) during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Friday, 2 October 2009.

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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