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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**

### **RESULTS OF THE COURT MEETING AND THE EGM AND RESUMPTION OF TRADING**

#### **Results of the Court Meeting and the EGM**

The Scheme was approved by the Independent MAH Shareholders at the Court Meeting and the special resolution proposed at the EGM was also duly passed by the MAH Shareholders.

#### **Current status of the Conditions to the Scheme and Effective Date of the Scheme**

To date, Condition (a) (the approval of the Scheme by the Court Meeting), Condition (b) (the passing of the special resolution at the EGM) and Condition (j) (the Stock Exchange granting the listing of and permission to deal in the new CTIH Shares to be issued pursuant to the Privatisation Proposal) have been fulfilled. The Scheme will become effective subject to the fulfilment or waiver (as applicable) of Conditions (c) to (i) set out in paragraph 3 headed "Conditions of the Privatisation Proposal" in the Explanatory Statement on pages 62 to 64 of the Scheme Document. Assuming that the above Conditions are fulfilled (or, as applicable, waived in whole or in part), it is expected that the Scheme will become effective on Friday, 30 October 2009 (*Cayman Islands time*). A further announcement will be made of the exact date on which the Scheme becomes effective. 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 a further announcement will be made accordingly.

## Resumption of trading

At the request of CTIH and MAH, trading in CTIH Shares and trading in MAH Shares, respectively, on the Stock Exchange were suspended with effect from 9:30 a.m. on Wednesday, 7 October 2009, pending the release of this announcement. An application has been submitted by each of CTIH and MAH to the Stock Exchange requesting for the resumption of trading in CTIH Shares and trading in MAH Shares, respectively, with effect from 9:30 a.m. on Thursday, 8 October 2009.

**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, 24 August 2009 and 7 September 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”).

## Results of the Court Meeting

The total number of Scheme Shares entitling the holders to attend and vote for or against the resolution at the Court Meeting (being those Scheme Shares held by Independent MAH Shareholders) was 1,412,467,000 Scheme Shares.

The board of directors of MAH announces that the results of the Court Meeting are as follows:

	Votes Cast	Votes cast in favour of the Scheme	Votes cast against the Scheme
Number of Independent MAH Shareholders	40	33	7
Number of Scheme Shares represented	790,946,476	776,592,476 (Note 1)	14,354,000 (Note 2)

*Note 1: Such number represents approximately 98.19% of the number of MAH Shares held by Independent MAH Shareholders which were voted at the Court Meeting.*

*Note 2: Such number represents approximately 1.02% of the number of MAH Shares held by Independent MAH Shareholders.*

Scheme Shareholder(s) who were not Independent MAH Shareholders were neither entitled to attend nor vote at the Court Meeting.

Accordingly, the Scheme was duly approved (by way of poll) in compliance with Section 86 of the Companies Law of the Cayman Islands and Rule 2.10 of the Takeovers Code by a majority in number of the Independent MAH Shareholders present and voting either in person or by proxy at the Court Meeting representing not less than three-fourths in value of the Scheme Shares that are voted either in person or by proxy by the Independent MAH Shareholders at the Court Meeting and the Scheme was not disapproved (by way of poll) by Independent MAH Shareholders at the Court Meeting holding more than 10% in value of all the Scheme Shares held by the Independent MAH Shareholders.

Computershare Hong Kong Investor Services Limited acted as scrutineers for the vote-taking at the Court Meeting.

### **Results of the EGM**

The total number of MAH Shares entitling the holders to attend and vote for or against the special resolution at the EGM was 2,906,384,000 MAH Shares.

The board of directors of MAH announces that the results of the EGM are as follows:

	<b>Votes Cast</b>	<b>Votes cast in favour of the special resolution</b>	<b>Votes cast against the special resolution</b>
Number of MAH Shares represented	2,358,557,234	2,343,905,234 <i>(Note 1)</i>	14,652,000 <i>(Note 2)</i>

*Note 1: Such number represents approximately 99.38% of the total number of MAH Shares voted, being 2,358,557,234 MAH Shares.*

*Note 2: Such number represents approximately 0.62% of the total number of MAH Shares voted, being 2,358,557,234 MAH Shares.*

No holder of MAH Shares was required to abstain from voting on the resolution at the EGM nor did any person indicate in the Scheme Document that he/she/it intended to abstain from voting on or vote against the resolution at the EGM.

Accordingly, the special resolution proposed at the EGM for the approval of the capital reduction, increase in share capital and issuance of new MAH Shares in connection with the Scheme was duly passed by a majority of not less than three-fourths of the votes cast by the MAH Shareholders present and voting (either in person or by proxy) at the EGM.

Computershare Hong Kong Investor Services Limited acted as scrutineers for the vote-taking at the EGM.

### **Current status of the Conditions to the Scheme and Effective Date of the Scheme**

To date, Condition (a) (the approval of the Scheme by the Court Meeting), Condition (b) (the passing of the special resolution at the EGM) and Condition (j) (the Stock Exchange granting the listing of and permission to deal in the new CTIH Shares to be issued pursuant to the Privatisation Proposal) have been fulfilled. The Scheme will become effective subject to the fulfilment or waiver (as applicable) of Conditions (c) to (i) set out in paragraph 3 headed “Conditions of the Privatisation Proposal” in the Explanatory Statement on pages 62 to 64 of the Scheme Document. Assuming that the above conditions are fulfilled (or, as applicable, waived in whole or in part), it is expected that the Scheme will become effective on Friday, 30 October 2009 (*Cayman Islands time*). A further announcement will be made of the exact date on which the Scheme becomes effective. 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 a further announcement will be made accordingly.

The expected timetable for the Privatisation Proposal, including the expected last date for dealing in MAH Shares, is as follows:

**Hong Kong time**  
(unless otherwise stated)

Court hearing of MAH’s summons for directions in respect of the capital reduction . . . . .	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 . . . . .	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. . . . .	Friday, 30 October 2009 ( <i>Cayman Islands time</i> )

Effective Date . . . . . Friday, 30 October 2009  
(Cayman Islands time)

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. . . . . on or before Monday,  
9 November 2009

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

**Closure of Register of Members of MAH**

For the purpose of determining those Scheme Shareholders who are qualified for entitlements under the Scheme, the register of members of MAH will be closed from Wednesday, 28 October 2009 to Friday, 30 October 2009 (both days inclusive) and during such period, no transfer of MAH Shares will be effected. In order 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.

**Resumption of trading**

At the request of CTIH and MAH, trading in CTIH Shares and trading in MAH Shares, respectively, on the Stock Exchange were suspended with effect from 9:30 a.m. on Wednesday, 7 October 2009, pending the release of this announcement. An application has been submitted by each of CTIH and MAH to the Stock Exchange requesting for the resumption of trading in CTIH Shares and trading in MAH Shares, respectively, with effect from 9:30 a.m. on Thursday, 8 October 2009.

**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 October 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 that 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 that 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 website of CTIH at [www.ctih.cntaiping.com](http://www.ctih.cntaiping.com) and on the website of MAH at [www.mahcl.com](http://www.mahcl.com).*