

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As of 30 June 2009, the interests and short positions of the shareholders, other than a director or chief executive of the Company, in the Shares and underlying Shares of the Company as recorded in the register required to be kept by the Company under Section 336 of SFO were as follows:

Substantial shareholders	Capacity	Number of ordinary shares (corporate interests)	Long position/ short position	Percentage of issued share capital %
TPG	Interest of controlled corporation	912,040,405 (Note 1)	Long position	64.15 (Note 3)
TPG (HK)	782,350,405 shares as beneficial owner and 129,690,000 shares (Note 2) as interest of controlled corporation	912,040,405	Long position	64.15
ICBC	Interest of controlled corporation	97,464,887 (Note 4)	Long position	6.86
ICBC (Asia)	Beneficial owner	97,464,887	Long position	6.86
JP Morgan Chase & Co.	1,844,134 shares as beneficial owner, 8,854,000 shares as investment manager and 116,994,660 shares as custodian corporation/approved lending agent	127,692,794	Long position	8.98
	Beneficial owner	1,095,134	Short position	0.08

Notes:

- (1) TPG's interest in the Company is held by TPG (HK), Golden Win Development Limited ("Golden Win"), Ming Lee Investment Limited ("Ming Lee"), Manhold, China Insurance Group Finance Company Limited. ("CIGFCL"), Panbillion Finance Company Limited ("Panbillion") and China Insurance Group Investment Company Limited. ("CIGICL"), all of which are wholly-owned subsidiaries of TPG.
- (2) 71,544,000 shares are held by Golden Win, 18,672,000 shares are held by Ming Lee, 10,768,000 shares are held by Manhold, 13,144,000 shares are held by CIGFCL, 14,597,000 shares are held by Panbillion and 965,000 shares are held by CIGICL. Of the 782,350,405 shares beneficially held by TPG (HK), 138,924,700 shares have been issued and allotted to TPG (HK) on 30 July 2009 as consideration upon completion of the sale and purchase agreement dated 22 May 2009 regarding the stake acquisition of The Ming An (Holdings) Company Limited.
- (3) As at 30 June 2009, the number of issued shares of the Company held by TPG (HK) and its controlled corporations were 773,115,705, representing approximately 54.38% of the issued share capital of the Company. However, pursuant to the SFO, the 138,924,700 shares to be issued and allotted to TPG (HK) as consideration upon completion of the sale and purchase agreement were treated as a long position in the shares but not included in the denominator as at 30 June 2009, which did not include shares to be issued. Therefore, the percentage shareholding of TPG (HK) as shown in the above table is exaggerated. As at 30 July 2009, the completion date of the sale and purchase agreement, the shareholding of TPG (HK) in the Company was approximately 58.44%, based on the enlarged share capital after the issuance and allotment of the 138,924,700 shares to TPG (HK).
- (4) ICBC's interest in the Company is held by ICBC (Asia), a subsidiary of ICBC.

Save as disclosed above, the register required to be kept under section 336 of the SFO showed that the Company had not been notified of any interests or short positions in the Shares and underlying Shares of the Company as at 30 June 2009.

主要股東及其他人士的股份及相關股份的權益及淡倉

於二零零九年六月三十日，按證券及期貨條例第336條規定存置之登記冊的記錄所載不屬於本公司董事或最高行政人員的股東在本公司的股份及相關股份中擁有的權益及淡倉如下：

主要股東	身份	普通股股數 (公司權益)	好倉／淡倉	佔已發行股份 %
中國太平集團	控股公司權益	912,040,405 (註1)	好倉	64.15 (註3)
中國太平集團(香港)	782,350,405股 為實益擁有人及 129,690,000股(註2) 為控股公司權益	912,040,405	好倉	64.15
中國工銀	控股公司權益	97,464,887 (註4)	好倉	6.86
工銀(亞洲)	實益擁有人	97,464,887	好倉	6.86
摩根大通	1,844,134股 為實益擁有人， 8,854,000股 為投資經理及 116,994,660股 為保管人 — 法團 核准借出代理人	127,692,794	好倉	8.98
	實益擁有人	1,095,134	淡倉	0.08

附註：

- 中國太平集團於本公司之權益由中國太平集團(香港)、金和發展有限公司(「金和」)、民利投資有限公司(「民利」)、汶豪、中國保險集團財務有限公司(「中保財務」)、德茂財務有限公司(「德茂」)及中國保險集團投資有限公司(「中保投資」)持有，各公司均為中國太平集團之全資附屬公司。
- 71,544,000股股份由金和持有，18,672,000股股份由民利持有，10,768,000股股份由汶豪持有，13,144,000股股份由中保財務持有，14,597,000股股份由德茂持有，而965,000股股份由中保投資持有。中國太平集團(香港)實益持有之782,350,405股股份中，138,924,700股股份已於二零零九年七月三十日向中國太平集團(香港)發行及配發作為完成於二零零九年五月二十二日簽訂有關收購民安(控股)有限公司股權買賣協議之代價。
- 於二零零九年六月三十日，中國太平集團(香港)及其控制之法團所持有之本公司已發行股份數目為773,115,705股。代表本公司已發行股份約54.38%。然而，根據證券及期貨條例，將會在完成買賣協議時向中國太平集團(香港)發行及配發作為完成買賣協議之代價之138,924,700股股份被視為於股份之好倉但並沒有包括在於二零零九年六月三十日之分母中(其並不包括將會發行之股份)。因此，所列之中國太平集團(香港)持股百分比被誇大。於二零零九年七月三十日(買賣協議之完成日期)，根據向中國太平集團(香港)發行及配發138,924,700股後之已擴大股本，中國太平集團(香港)於本公司之持股量約為58.44%。
- 中國工銀於本公司之權益由其附屬公司工銀(亞洲)所持有。

除前述者外，按《證券及期貨條例》第336條規定存置之登記冊的記錄所示，本公司並無接獲通知任何有關於二零零九年六月三十日在本公司的股份及相關股份中擁有的權益及淡倉。