

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM F-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CNINSURE INC.

(Exact name of registrant as specified in its charter)

Not Applicable

(Translation of Registrant's name into English)

Cayman Islands
(State or other jurisdiction of
incorporation or organization)

6411
(Primary Standard Industrial
Classification Code Number)

Not Applicable
(I.R.S. Employer
Identification Number)

19/F, Yinhai Building
No. 299 Yanjiang Zhong Road
Guangzhou, Guangdong 510110
People's Republic of China
(8620) 6122-2777

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

CT Corporation System
111 Eighth Avenue
New York, New York 10011
(212) 664-1666

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

David T. Zhang, Esq.
Latham & Watkins LLP
41st Floor, One Exchange Square
8 Connaught Place, Central
Hong Kong
(852) 2912-2503

Leiming Chen
Simpson Thacher & Bartlett LLP
35th Floor, ICBC Tower
3 Garden Road, Central
Hong Kong
(852) 2514-7600

Approximate date of commencement of proposed sale to the public: as soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☒ 333-146605

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earliest effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Proposed maximum aggregate offering price (1)(2)	Amount of registration fee
Ordinary Shares, par value US\$0.001 per share(3)	US\$ 13,526,773	US\$ 416(4)

- Calculated in accordance with Rule 457(o) under the Securities Act of 1933 to account for the increase above the maximum aggregate offering price of US\$202,901,595 previously registered under the registrant's registration statement on Form F-1 (Registration No. 333-146605) (the "Prior Registration Statement").
- Includes ordinary shares initially offered and sold outside the United States that may be resold from time to time in the United States either as part of their distribution or within 40 days after the later of the effective date of this registration statement and the date the shares are first offered to the public, and also includes ordinary shares that may be purchased by the underwriters pursuant to an over-allotment option. These ordinary shares are not being registered for the purpose of sales outside the United States.
- American depositary shares issuable upon deposit of the ordinary shares registered hereby have been previously registered under a separate registration statement on Form F-6 (Registration No. 333-146765). Each American depositary share represents 20 ordinary shares.
- US\$416 is paid pursuant to this registration statement. In connection with the Prior Registration Statement the registrant paid US\$6,229.

This registration statement will become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933.

Explanatory Note

This registration statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933. The contents of the registration statement on Form F-1 (Registration No. 333-146605) initially filed by CNinsure Inc. with the Securities and Exchange Commission (the “Commission”) on October 10, 2007, which was declared effective by the Commission on October 30, 2007, are incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-1 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in New York, New York, on October 30, 2007.

CNINSURE INC.

By: /s/ YINAN HU

Name: Yinan Hu

Title: Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ YINAN HU</u> Yinan Hu	Chairman and Chief Executive Officer (principal executive officer)	October 30, 2007
<u>/s/ DAVID WEI TANG</u> David Wei Tang	Chief Financial Officer (principal financial officer)	October 30, 2007
<u>/s/ QIUPING LAI</u> Qiu ping Lai	Director	October 30, 2007
<u>/s/ *</u> Peng Ge	Director and Finance Manager (principal accounting officer)	October 30, 2007
<u>/s/ *</u> Paul Wolansky	Director	October 30, 2007
<u>/s/ *</u> Shangzhi Wu	Director	October 30, 2007
<u>/s/ *</u> Stephen Markscheid	Independent Director	October 30, 2007
<u>/s/ *</u> Allen Warren Lueth	Independent Director	October 30, 2007
<u>/s/ *</u> Donald J. Puglisi, Managing Director, Puglisi & Associates	Authorized U.S. Representative	October 30, 2007

*By: /s/ YINAN HU
Yinan Hu
Attorney-in-fact

CNINSURE INC.

EXHIBIT INDEX

Exhibit Number	Description of Document
5.1	Opinion of Maples and Calder regarding the validity of the ordinary shares being registered
23.1	Consent of Deloitte Touche Tohmatsu, Independent Registered Public Accounting Firm
23.2	Consent of Maples and Calder (included in Exhibit 5.1)
24.1	Powers of Attorney (incorporated by reference to Exhibit 24.1 to the Registration Statement on Form F-1 of CNinsure Inc. (Registration No. 333-146605) initially filed with the Securities and Exchange Commission on October 10, 2007)

Our ref VIP\628018\2296157v2

Your ref

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19/F, Yin Hai Building
No. 299 Yanjiang Zhong Road, Guangzhou,
Guangdong 510110, People's Republic of China

Direct: +852 2971 3007
Mobile: +852 9020 8007
E-mail: richard.thorp@maplesandcalder.com

30 October 2007

Dear Sirs

CNinsure Inc.

We have acted as Cayman Islands legal advisers to CNinsure Inc. (the "**Company**") in connection with the Company's registration statement on Form F-1, including all amendments or supplements thereto (the "**Registration Statement**"), to be submitted with the Securities and Exchange Commission under the U.S. Securities Act of 1933 on 30 October 2007, relating to the offering by the Company and the sale by the selling shareholders (the "**Selling Shareholders**") of certain American Depositary Shares representing the Company's Ordinary Shares of par value US\$0.001 each (the "**Ordinary Shares**"). We are furnishing this opinion as Exhibit 5.1 to the Registration Statement.

1 DOCUMENTS REVIEWED

For the purposes of this opinion, we have reviewed only originals, copies or final drafts of the following documents:

- 1.1 the Certificate of Incorporation dated 10 April 2007, and the Amended and Restated Memorandum and Articles of Association of the Company as adopted by special resolution passed on 10 October 2007 (the "**Memorandum and Articles of Association**");
- 1.2 the Certificate of Good Standing dated 8 October 2007 issued by the Registrar of Companies in the Cayman Islands (the "**Certificate of Good Standing**");
- 1.3 the written resolutions of the board of Directors dated 10 October 2007;
- 1.4 the written resolutions of the shareholders of the Company dated 10 October 2007;
- 1.5 a certificate from a Director of the Company addressed to this firm dated 30 October 2007, a copy of which is attached hereto (the "**Director's Certificate**"); and
- 1.6 the Registration Statement.

2 ASSUMPTIONS

Save as aforesaid we have not been instructed to undertake and have not undertaken any further enquiry or due diligence in relation to the transaction the subject of this opinion. The following opinions are given only as to and based on circumstances and matters of fact existing at the date hereof and of which we are aware consequent upon the instructions we have received in relation to the matter the subject of this opinion and as to the laws of the Cayman Islands as the same are in force at the date hereof. In giving this opinion, we have relied upon the completeness and accuracy (and assumed the continuing completeness and accuracy as at the date hereof) of the Director's Certificate as to matters of fact and the Certificate of Good Standing without further verification and have relied upon the following assumptions, which we have not independently verified:

- (i) Copy documents or drafts of documents provided to us are true and complete copies of, or in the final forms of, the originals.
- (ii) The genuineness of all signatures and seals.
- (iii) There is no contractual or other prohibition (other than as may arise by virtue of the laws of the Cayman Islands) binding on the Company or on any other party prohibiting it from entering into and performing its obligations.

3 OPINION

The following opinions are given only as to matters of Cayman Islands law and we have assumed that there is nothing under any other law that would affect or vary the following opinions.

Based upon the foregoing and subject to the qualifications set out below and having regard to such legal considerations as we deem relevant, we are of the opinion that:

- 3.1 The Company has been duly incorporated as an exempted company with limited liability for an unlimited duration and is validly existing under the laws of the Cayman Islands.
- 3.2 The authorised share capital of the Company is US\$1,000,000 divided into 1,000,000,000 Ordinary Shares of par value US\$0.001 each.
- 3.3 The issue and allotment of the Ordinary Shares has been duly authorised. When allotted, issued and paid for as contemplated in the Registration Statement and registered in the register of members (shareholders), the Ordinary Shares will be legally issued and allotted, fully paid and non-assessable.
- 3.4. Ordinary Shares to be sold by the Selling Shareholders have been legally and validly issued as fully paid and non-assessable.

3.5. The statements under the caption “Taxation” in the prospectus forming part of the Registration Statement, to the extent that they constitute statements of Cayman Islands law, are accurate in all material respects and that such statements constitute our opinion.

4 QUALIFICATIONS

Except as specifically stated herein, we make no comment with respect to any representations and warranties which may be made by or with respect to the Company in the Registration Statement or otherwise with respect to the commercial terms of the transactions the subject of this opinion.

We hereby consent to the use of this opinion in, and the filing hereof as an Exhibit to, the Registration Statement and to the reference to our name under the headings “Enforceability of Civil Liabilities”, “Taxation” and “Legal Matters” in the prospectus incorporated by reference in the Registration Statement. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the U.S. Securities Act of 1933, as amended, or the Rules and Regulations of the Commission thereunder.

Yours faithfully

/s/ MAPLES and CALDER

MAPLES and CALDER

CNinsure Inc.
PO Box 309GT, Uglan House
South Church Street, George Town,
Grand Cayman, Cayman Islands

30 October 2007

Maples and Calder
1504 One International Finance Centre
1 Harbour View Street
Hong Kong

Dear Sirs

CNinsure Inc. (the “Company”)

I, Yinan Hu, being a director of the Company, am aware that you are being asked to provide a legal opinion (the “**Opinion**”) in relation to certain aspects of Cayman Islands law. Capitalised terms used in this certificate have the meaning given to them in the Opinion. I hereby certify that:

- 1** The Amended and Restated Memorandum and Articles of Association of the Company as adopted by special resolutions passed on 10 October 2007 remains in full force and effect.
- 2** The written resolutions of Directors dated 10 October 2007 (the “**Directors’ Resolutions**”) were signed by all the Directors in the manner prescribed in the Articles of Association of the Company.
- 3** The written resolutions of the shareholders of the Company dated 10 October 2007 (this together with the Directors’ Resolutions are referred to as “**Resolutions**”) were signed by all the shareholders in the manner prescribed in the Articles of Association of the Company.
- 4** The authorised share capital of the Company is US\$1,000,000 divided into 1,000,000,000 shares of par value US\$0.001 each.
- 5** The ordinary shares held by the Selling Shareholders have been issued as fully paid.
- 6** The shareholders of the Company have not restricted or limited the powers of the directors in any way. There is no contractual or other prohibition (other than as arising under Cayman Islands law binding on the Company prohibiting it from entering into and performing its obligations under the Agreements.
- 7** The resolutions passed in the Resolutions were duly adopted, are in full force and effect at the date hereof and have not been amended, varied or revoked in any respect.

Signature: /s/ Yinan Hu
Director

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the use in the Registration Statement (File No. 333-146605) on Form F-1 of our report dated August 17, 2007 (which report expresses an unqualified opinion and includes an explanatory paragraph relating to the convenience translation of Renminbi amounts into United States dollar amounts) relating to the consolidated financial statements and the related schedule of CNinsure Inc. incorporated by reference in the Registration Statement.

We also consent to the reference to us under the heading “Experts” in this Registration Statement.

/s/ Deloitte Touche Tohmatsu

Deloitte Touche Tohmatsu
Hong Kong
October 30, 2007