

CNINSURE INC.
(Incorporated in the Cayman Islands with limited liability)
(Nasdaq Ticker: CISG)

NOTICE OF ANNUAL GENERAL MEETING

To be held on December 18, 2008

(or any adjourned or postponed meeting thereof)

NOTICE IS HEREBY GIVEN that an Annual General Meeting (“AGM”) of CNinsure Inc. (the “**Company**”) will be held at 21/F, Yin Hai Building, No. 299 Yanjiang Zhong Road, Guangzhou, Guangdong 510110, People’s Republic of China on December 18, 2008 at 11:00 a.m., local time, and at any adjourned or postponed meeting thereof, for the following purposes:

1. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**RESOLVED**, as an ordinary resolution:

THAT the Company is hereby approved and authorized, but not obligated, to purchase its ordinary shares represented by American depository shares (“**ADSs**”) with an aggregate value of up to US\$20 million by December 31, 2009 (such transaction, a “**Repurchase**”);

THAT each of Mr. Yinan Hu, Mr. Peng Ge and any person specifically nominated in writing by either of them for such purpose (each an “**Authorised Person**”) be hereby authorised to effect the Repurchase on the open market and/or in negotiated transactions off the market from time to time as market conditions, in the judgment of such Authorised Person, warrant, in accordance with all applicable requirements of Rule 10b-18 under U.S. Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and on such other terms as set out in the resolutions of the Company’s board of directors passed on November 14, 2008 approving the Repurchase (the “**Repurchase Board Resolutions**”); and

THAT any actions taken by any of the directors and officers of the Company prior to the date hereof for purposes of the foregoing resolutions be approved, adopted and ratified, including without limitation any repurchases of the Company’s ordinary shares effected pursuant to the Repurchase Board Resolutions prior to the date hereof.”

2. To consider and, if thought fit, pass the following resolution as a special resolution:

“**RESOLVED**, as a special resolution:

THAT the amendments to the Articles of Association of Company in the form attached to the Notice of Annual General Meeting as Exhibit A, be and is hereby approved and confirmed, and where necessary ratified.”

3. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**RESOLVED**, as an ordinary resolution:

THAT the amendments to the Company’s 2007 share incentive plan in the form attached to the Notice of Annual General Meeting as Exhibit B and approved by the resolutions of the Company’s board of directors passed on November 14, 2008, be and is hereby approved and confirmed, and where necessary ratified; and

THAT each director or officer of the Company be and is hereby authorized to take any and every action that might be necessary, appropriate or desirable to effect the foregoing resolution as such director or officer, in his or her absolute discretion, thinks fit.”

4. To transact such other business as may properly come before the Annual General Meeting or any adjournment or postponement thereof.

The Board of Directors of the Company has fixed the close of business on November 20, 2008 as the record date (the “**Record Date**”) for determining the shareholders entitled to receive notice of and to vote at the Annual General Meeting or any adjourned or postponed meeting thereof.

Please refer to the proxy form, which is attached to and made a part of this notice. Holders of record of the Company’s ordinary shares at the close of business on the Record Date are entitled to vote at the AGM and any adjourned meeting thereof. Holders of the Company’s American depositary shares (“**ADS**”) who wish to exercise their voting rights for the underlying shares must act through JPMorgan Chase Bank N.A., the depositary of the Company’s ADS program.

Holders of record of the Company’s ordinary shares at the close of business on the Record Date are cordially invited to attend the AGM in person. Your vote is important. If you cannot attend the AGM in person, you are urged to complete, sign, date and return the accompanying proxy form as promptly as possible. We must receive the proxy form no later than 48 hours before the time appointed for the AGM to ensure your representation at such meeting.

Shareholders may obtain a copy of the Company’s annual report, free of charge, from our investor relations website <http://www.corpasia.net/us/CISG/irwebsite/>, or by writing to Investor Relations, CNinsure Inc., 21/F, Yinhai Building, No. 299 Yanjiang Zhong Road, Guangzhou, Guangdong 510110, People’s Republic of China, or by email to qiusr@cninsure.net.

By Order of the Board of Directors,



Yinan Hu
Chairman and Chief Executive Officer

Guangzhou, November 17, 2008

Exhibit A
Amendments to the Articles of Association of the Company*

By deleting the existing Articles 15 through to 18 in their entirety and substituting therefor the following new Articles:

- “15. Subject to the provisions of the Statutes and these Articles, the Company may:
- (a) issue shares on terms that they are to be redeemed or are liable to be redeemed at the option of the Member or the Company on such terms and in such manner as the Board may, before the issue of the shares, determine;
 - (b) purchase its own shares (including any redeemable shares) provided that the Members shall have approved the manner of purchase by ordinary resolution or the manner of purchase shall be in accordance with the following Articles (this authorisation is in accordance with section 37(2) of the Companies Law or any modification or re-enactment thereof for the time being in force); and
 - (c) make a payment in respect of the redemption or purchase of its own shares in any manner permitted by the Statutes, including out of capital.
16. Purchase of shares listed on a Designated Stock Exchange: the Company is authorised to purchase any share listed on a Designated Stock Exchange in accordance with the following manner of purchase:
- (a) the maximum number of shares that may be repurchased shall be equal to the number of issued and outstanding shares less one share; and
 - (b) the repurchase shall be at such time; at such price and on such other terms as determined and agreed by the Board in their sole discretion provided however that:
 - (i) such repurchase transactions shall be in accordance with the relevant code, rules and regulations applicable to the listing of the shares on the Designated Stock Exchange; and
 - (ii) at the time of the repurchase, the Company is able to pay its debts as they fall due in the ordinary course of its business.
- 17A. Purchase of shares not listed on a Designated Stock Exchange: the Company is authorised to purchase any shares not listed on a Designated Stock Exchange in accordance with the following manner of purchase:

* A copy of the existing Articles of Association of the Company was filed as Exhibit 3.2 to the registration statement on Form F-1 (Registration No. 333-146605), filed with the SEC on October 10, 2007. It is available in the SEC’s EDGAR database at <http://www.sec.gov/edgar/searchedgar/companysearch.html>.

- (a) the Company shall serve a repurchase notice in a form approved by the Board on the Member from whom the shares are to be repurchased at least two business days prior to the date specified in the notice as being the repurchase date;
- (b) the price for the shares being repurchased shall be such price as agreed between the Board and the applicable Member;
- (c) the date of repurchase shall be the date specified in the repurchase notice; and
- (d) the repurchase shall be on such other terms as specified in the repurchase notice as determined and agreed by the Board and the applicable Member in their sole discretion.

17B. The purchase of any share shall not oblige the Company to purchase any other share other than as may be required pursuant to applicable law and any other contractual obligations of the Company.

18. The holder of the shares being purchased shall be bound to deliver up to the Company at its registered office or such other place as the Board shall specify, the certificate(s) (if any) thereof for cancellation and thereupon the Company shall pay to him the purchase or redemption monies or consideration in respect thereof.”

Exhibit B
Amendments to the 2007 Share Incentive Plan[†]

1. By deleting the existing Section 3.1(a) in its entirety and substituting therefor the following new Section 3.1(a):

“(a) Subject to the provisions of Article 8 and Section 3.1(b), the maximum aggregate number of Shares which may be issued pursuant to all Awards (including Incentive Share Options) is fifteen percent (15%) of the Shares outstanding immediately after the closing of the Company’s initial public offering on November 5, 2007.”

2. By deleting the existing Section 5.1(a) in its entirety and substituting therefor the following new Section 5.1(a):

“(a) Exercise Price. The exercise price per Share subject to an Option shall be determined by the Committee and set forth in the Award Agreement which may be a fixed or variable price related to the Fair Market Value of the Shares; *provided, however*, that no Option may be granted to an individual subject to taxation in the United States at less than the Fair Market Value on the date of grant.. The exercise price per Share subject to an Option may be amended or adjusted in the absolute discretion of the Committee, the determination of which shall be final, binding and conclusive. For the avoidance of doubt, to the extent not prohibited by Applicable Laws or any exchange rule, a downward adjustment of the exercise prices of Options mentioned in the preceding sentence shall be effective without the approval of the Company’s shareholders or the approval of the affected Participants.”

3. By deleting the existing Section 9.3(g) in its entirety and substituting therefor the following new Section 9.3(g):

“(g) Decide all other matters that must be determined in connection with an Award, including, without limitation, cancel or redeem an outstanding Award (including but not limited to an outstanding Option with an exercise price exceeding the Fair Market Value of the underlying shares), in exchange for cash, another Award or a combination of Awards, on terms and conditions the Committee determines and communicates to the holder of such outstanding Award.”

[†] A copy of the existing 2007 Share Incentive Plan of the Company was filed as Exhibit 10.2 to the registration statement on Form F-1 (Registration No. 333-146605), filed with the SEC on October 10, 2007. It is available in the SEC’s EDGAR database at <http://www.sec.gov/edgar/searchedgar/companysearch.html>.