

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

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**Form of Proxy for Extraordinary General Meeting**  
(or any adjourned meeting thereof)  
to be held on December 6, 2016

**Introduction**

This Form of Proxy is furnished in connection with the solicitation by the Board of Directors of CNinsure Inc., a Cayman Islands company (the “**Company**”), of proxies from the holders of the issued and outstanding ordinary shares of the Company, par value US\$0.001 per share (the “**Ordinary Shares**”) to be exercised at the Extraordinary General Meeting of the Company (the “**Meeting**”) to be held at 27/F, Pearl River Tower, No. 15 West Zhujiang Road, Guangzhou, Guangdong 510623, People’s Republic of China on December 6, 2016 at 9 a.m. (local time), and at any adjourned or postponed meeting thereof, for the purposes set forth in the accompanying Notice of Extraordinary General Meeting (the “**Meeting Notice**”).

Only the holders of record of the Ordinary Shares at the close of business on November 4, 2016 (the “**Record Date**”) are entitled to notice of and to vote at the Meeting. Each Ordinary Share is entitled to one vote on all matters. As of October 31, 2016, there were 1,164,218,826 Ordinary Shares outstanding (including Ordinary Shares underlying American depository shares but excluding Ordinary Shares issuable upon exercise of outstanding options). The quorum of the Meeting is one or more shareholders present in person or by proxy representing at least an aggregate of one-third of all voting share capital of the Company in issue. This Form of Proxy and the accompanying Meeting Notice are available for download on the Company’s investor relations website at <http://ir.cninsure.net>.

The Ordinary Shares represented by all properly executed proxies returned to the Company will be voted at the Meeting as indicated or, if no instruction is given, the holder of the proxy will vote the shares in his discretion, unless a reference to the holder of the proxy having such discretion has been deleted and initialed on this Form of Proxy. Where the chairman acts as proxy and is entitled to exercise his discretion, he is likely to vote the shares FOR the resolutions. As to any other business that may properly come before the Meeting, all properly executed proxies will be voted by the persons named therein in accordance with their discretion. The Company does not presently know of any other business which may come before the Meeting. However, if any other matter properly comes before the Meeting, or any adjourned or postponed meeting thereof, which may properly be acted upon, unless otherwise indicated the proxies solicited hereby will be voted on such matter in accordance with the discretion of the proxy holders named therein. Any person giving a proxy has the right to revoke it at any time before it is exercised (i) by filing a duly signed revocation with the Company at its registered office at PO Box 309, Uglan House, Grand Cayman, KY1-1104, Cayman Islands, with a copy delivered to its offices at 27/F, Pearl River Tower, No. 15 West Zhujiang Road, Guangzhou, Guangdong 510623, People’s Republic of China, or (ii) by voting in person at the Meeting.

**To be valid, this Form of Proxy must be completed, signed and returned to the Company’s office (to the attention of: Mr. Peng Ge) at 27/F, Pearl River Tower, No. 15 West Zhujiang Road, Guangzhou, Guangdong 510623, People’s Republic of China or sending a copy to [qiusr@cninsure.net](mailto:qiusr@cninsure.net) as soon as possible so that it is received by the Company no later than 48 hours before the time appointed for the Meeting.**

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I/We \_\_\_\_\_ of

being the registered holder of \_\_\_\_\_ ordinary shares<sup>1</sup>, par value US\$0.001 per share, of CNinsure Inc. (the “Company”) hereby appoint the Chairman of the Extraordinary General Meeting (the “Chairman”)<sup>2</sup> or \_\_\_\_\_ of

\_\_\_\_\_ as my/our proxy to attend and act for me/us at the Extraordinary General Meeting (or at any adjourned or postponed meeting thereof) of the 27F, Pearl River Tower, No. 15 West Zhujiang Road, Guangzhou, Guangdong 510623, People’s Republic of China], and in the event of a poll, to vote for me/us as indicated below, or if no such indication is given, as my/our proxy thinks fit<sup>3</sup>.

	SPECIAL RESOLUTION	FOR <sup>3</sup>	AGAINST <sup>3</sup>	ABSTAIN <sup>3</sup>
1.	<b>THAT</b> the name of the Company is hereby changed from "CNinsure Inc." to "Fanhua Inc.".			

Notes:

- <sup>1</sup> Please insert the number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- <sup>2</sup> If any proxy other than the Chairman is preferred, strike out the words “**THE CHAIRMAN OF THE ANNUAL GENERAL MEETING**” and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend and vote in his stead. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- <sup>3</sup> **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING ON A PARTICULAR RESOLUTION, TICK THE APPROPRIATE BOX MARKED “ABSTAIN”.** The Ordinary Shares represented by all properly executed proxies returned to the Company will be voted at the Meeting as indicated or, if no instruction is given, the proxy will vote the shares in his discretion, unless a reference to the holder of the proxy having such discretion has been deleted and initialed on this Form of Proxy. Where the Chairman acts as proxy and is entitled to exercise his discretion, he is likely to vote the shares FOR the resolutions. As to any other business that may properly come before the Meeting, all properly executed proxies will be voted by the persons named therein in accordance with their discretion. Your proxy will also be entitled to vote or abstain at his discretion on any amendment to the resolution referred to in the Notice of Annual General Meeting which has been properly put to the Meeting.

2.	<p><b>THAT</b> the Memorandum and Articles of Association of the Company currently in effect be amended and restated by the deletion in their entirety and the substitution in their place of the Amended and Restated Memorandum and Articles of Association annexed to the Meeting Notice.</p>			
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Dated \_\_\_\_\_, 2016

Signature(s)<sup>4</sup> \_\_\_\_\_

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<sup>4</sup> This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized to sign the same.