
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 5)***

CNinsure Inc.

(Name of Issuer)

Ordinary Shares

(Title of Class of Securities)

G2352K 108**

(CUSIP Number)

**Kiang Hua Lew
CDH Inservice Limited
1503 International Commerce Center,
1 Austin Road West,
Kowloon, Hong Kong
+852-3518-8000**

With a copy to:
**Kathryn King Sudol
Simpson Thacher & Bartlett LLP
ICBC Tower, 3 Garden Road, 35th Floor
Hong Kong
+852-2514-7622**

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

November 18, 2011

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

** This CUSIP applies to the American Depositary Shares, evidenced by American Depositary Receipts, each representing 20 ordinary shares. No CUSIP has been assigned to the ordinary shares.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. G2352K 108

1	NAMES OF REPORTING PERSONS CDH Inservice Limited		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) WC		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION British Virgin Islands		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7	SOLE VOTING POWER 163,301,980 ¹ ordinary shares. Each of the other Reporting Persons described herein may also be deemed to have sole voting power with respect to such shares.
		8	SHARED VOTING POWER
		9	SOLE DISPOSITIVE POWER 163,301,980 ¹ ordinary shares. Each of the other Reporting Persons described herein may also be deemed to have sole dispositive power with respect to such shares
		10	SHARED DISPOSITIVE POWER
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 163,301,980 ¹		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 16.28% ²		
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO		

¹ Including (i) 91,600,000 ordinary shares of the issuer and (ii) 71,701,980 ordinary shares in the form of American Depositary Shares, each representing 20 ordinary shares of the issuer.

² Based on 1,003,270,326 ordinary shares outstanding as of April 8, 2011 according to the issuer's annual report on Form 20-F for the fiscal year ended December 31, 2010.

CUSIP No. G2352K 108

1	NAMES OF REPORTING PERSONS CDH China Growth Capital Fund II, L.P.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) WC		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7	SOLE VOTING POWER 163,301,980 ³ ordinary shares. Each of the other Reporting Persons described herein may also be deemed to have sole voting power with respect to such shares
		8	SHARED VOTING POWER
		9	SOLE DISPOSITIVE POWER 163,301,980 ³ ordinary shares. Each of the other Reporting Persons described herein may also be deemed to have sole dispositive power with respect to such shares
		10	SHARED DISPOSITIVE POWER
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 163,301,980 ³		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 16.28% ⁴		
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN		

³ Including (i) 91,600,000 ordinary shares of the issuer and (ii) 71,701,980 ordinary shares in the form of American Depositary Shares, each representing 20 ordinary shares of the issuer.

⁴ Based on 1,003,270,326 ordinary shares outstanding as of April 8, 2011 according to the issuer's annual report on Form 20-F for the fiscal year ended December 31, 2010.

CUSIP No. G2352K 108

1	NAMES OF REPORTING PERSONS CDH China Growth Capital Holdings Company Limited		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) WC		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7	SOLE VOTING POWER 163,301,980 ⁵ ordinary shares. Each of the other Reporting Persons described herein may also be deemed to have sole voting power with respect to such shares
		8	SHARED VOTING POWER
		9	SOLE DISPOSITIVE POWER 163,301,980 ⁵ ordinary shares. Each of the other Reporting Persons described herein may also be deemed to have sole dispositive power with respect to such shares
		10	SHARED DISPOSITIVE POWER
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 163,301,980 ⁵		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 16.28% ⁶		
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO		

⁵ Including (i) 91,600,000 ordinary shares of the issuer and (ii) 71,701,980 ordinary shares in the form of American Depositary Shares, each representing 20 ordinary shares of the issuer.

⁶ Based on 1,003,270,326 ordinary shares outstanding as of April 8, 2011 according to the issuer's annual report on Form 20-F for the fiscal year ended December 31, 2010.

CUSIP No. G2352K 108

1	NAMES OF REPORTING PERSONS China Diamond Holdings III Limited		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) WC		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION British Virgin Islands		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7	SOLE VOTING POWER 163,301,980 ⁷ ordinary shares. Each of the other Reporting Persons described herein may also be deemed to have sole voting power with respect to such shares
		8	SHARED VOTING POWER
		9	SOLE DISPOSITIVE POWER 163,301,980 ⁷ ordinary shares. Each of the other Reporting Persons described herein may also be deemed to have solve dispositive power with respect to such shares
		10	SHARED DISPOSITIVE POWER
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 163,301,980 ⁷		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 16.28% ⁸		
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO		

⁷ Including (i) 91,600,000 ordinary shares of the issuer and (ii) 71,701,980 ordinary shares in the form of American Depositary Shares, each representing 20 ordinary shares of the issuer.

⁸ Based on 1,003,270,326 ordinary shares outstanding as of April 8, 2011 according to the issuer's annual report on Form 20-F for the fiscal year ended December 31, 2010.

CUSIP No. G2352K 108

1	NAMES OF REPORTING PERSONS China Diamond Holdings Company Limited		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>		
3	SEC USE ONLY		
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) WC		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION British Virgin Islands		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7	SOLE VOTING POWER 163,301,980 ⁹ ordinary shares. Each of the other Reporting Persons described herein may also be deemed to have sole voting power with respect to such shares
		8	SHARED VOTING POWER
		9	SOLE DISPOSITIVE POWER 163,301,980 ⁹ ordinary shares. Each of the other Reporting Persons described herein may also be deemed to have solve dispositive power with respect to such shares
		10	SHARED DISPOSITIVE POWER
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 163,301,980 ⁹		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 16.28% ¹⁰		
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO		

9 Including (i) 91,600,000 ordinary shares of the issuer and (ii) 71,701,980 ordinary shares in the form of American Depositary Shares, each representing 20 ordinary shares of the issuer.

10 Based on 1,003,270,326 ordinary shares outstanding as of April 8, 2011 according to the issuer's annual report on Form 20-F for the fiscal year ended December 31, 2010.

This Amendment No. 5 on Schedule 13D/A (this “Amendment No. 5”) amends that certain Schedule 13D previously filed with the Securities and Exchange Commission on May 16, 2011, as amended on September 15, 2011, October 4, 2011, October 25, 2011 and November 4, 2011 (the “Schedule 13D”), relating to ordinary shares, US\$0.001 par value per share (the “Ordinary Shares”), of CNinsure Inc., a Cayman Islands exempted company with limited liability (the “Issuer”). The Ordinary Shares are represented by American Depositary Shares (“ADSs”), each ADS representing 20 Ordinary Shares. The Issuer’s ADSs are listed on the NASDAQ Global Select Market under the symbol “CISG”.

This Amendment No. 5 is being filed jointly on behalf of CDH Inservice Limited (“CDH Inservice”), CDH China Growth Capital Fund II, L.P. (“CDH Fund II”), CDH China Growth Capital Holdings Company Limited, China Diamond Holdings III Limited and China Diamond Holdings Company Limited (each a “Reporting Person”).

Unless otherwise stated in this Amendment No. 5, the Schedule 13D remains in full force and effect. Terms used therein and not defined herein have the meanings ascribed thereto in the Schedule 13D.

Item 5. Interest in Securities of the Issuer

The first sentence of Item 5(a) and (b) is hereby amended and restated as follows:

(a) and (b) As of November 18, 2011, CDH Inservice was the record owner of 163,301,980 Ordinary Shares of the Issuer, consisting of (i) 91,600,000 Ordinary Shares and (ii) 71,701,980 Ordinary Shares in the form of ADSs.

Item 5(c) is hereby amended and supplemented by adding the following at the end thereof:

(c) Since Amendment No. 4 to the Schedule 13D was filed on November 4, 2011, the Reporting Persons purchased the following number of ADSs representing Ordinary Shares pursuant to the 10b5-1 Plan:

Entity	Trade Date	Number of ADSs	Average Price per ADS
CDH Inservice	November 4, 2011	81,195	US\$ 7.7578
CDH Inservice	November 7, 2011	65,884	US\$ 8.0301
CDH Inservice	November 8, 2011	78,465	US\$ 7.9217
CDH Inservice	November 9, 2011	62,120	US\$ 8.1276
CDH Inservice	November 10, 2011	16,900	US\$ 7.6010
CDH Inservice	November 11, 2011	9,000	US\$ 7.9828
CDH Inservice	November 14, 2011	33,700	US\$ 7.8151
CDH Inservice	November 15, 2011	18,900	US\$ 7.5903
CDH Inservice	November 16, 2011	48,000	US\$ 7.5456
CDH Inservice	November 17, 2011	63,500	US\$ 7.5152
CDH Inservice	November 18, 2011	76,100	US\$ 7.5227

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: November 21, 2011

CDH Inservice Limited

By: /s/ Kiang Hua Lew
Name: Kiang Hua Lew
Title: Director

CDH China Growth Capital Fund II, L.P.

By: CDH China Growth Capital Holdings Company Limited, its General Partner

By: /s/ Shangzhi Wu
Name: Shangzhi Wu
Title: Director

CDH China Growth Capital Holdings Company Limited

By: /s/ Shangzhi Wu
Name: Shangzhi Wu
Title: Director

China Diamond Holdings III Limited

By: /s/ Shangzhi Wu
Name: Shangzhi Wu
Title: Director

China Diamond Holdings Company Limited

By: /s/ Shangzhi Wu
Name: Shangzhi Wu
Title: Director