## OMB APPROVAL

OMB Number: 3235-0145 Expires: February 28, 2009 Estimated average burden hours per response: 14.5

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13D (Amendment No. 1)

### Under the Securities Exchange Act of 1934

CNinsure Inc. (Name of Issuer) Ordinary Shares, \$0.001 par value (Title of Class of Securities) G2352K 108\*\* (CUSIP Number) Cathay Capital Holdings II, L.P. c/o New China Capital Management, LP Attn: Ling Liu One Dock Street Stamford, CT 06902 (203) 328-1800 With a copy to: George Y. Liu, Esq. Boies, Schiller & Flexner LLP 575 Lexington Avenue, 7th Floor New York, NY 10022 (212) 446-2300 (Name, Address and Telephone Number of Person **Authorized to Receive Notices and Communications)** 

February 23, 2012

(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  $\S240.13d-1(e)$ , 240.13d-1(f) or 240.13d-1(g), check the following box:  $\square$ 

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-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 Depository shares ("ADSs"), evidenced by American Depository Receipts, each representing 20 ordinary shares of the Issuer. 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 ("the 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. C	G2352K 108		
1	NAME OF RI	EPORTING PE	RSON / I.R.S. IDENTIFICATION NO. OF PERSON
		al Holdings II,	
2	CHECK THE	APPROPRIAT	TE BOX IF A MEMBER OF A GROUP (a) □ (b) ☑
3	SEC USE ON	LY	
	COLIDGE OF	FUNIDO (C I	
4	SOURCE OF	FUNDS (See In	istructions)
	WC, BK		
5		ISCLOSURE C	OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) □
S	CHECKII D	BELOSCILE C	E E SILE I ROCEEDII (OS IS REQUINED I CROCI II (I 10 11 E MIS 2 (U) 01 2 (V)
6	CITIZENSHI	P OR PLACE (	OF ORGANIZATION
	Cayman Islan	ıds	
		7	SOLE VOTING POWER
			0
NUMBER O		8	SHARED VOTING POWER
BENEFIC			27,449,860
OWNE EAC		9	SOLE DISPOSITIVE POWER
REPOR		9	SOLE DISPOSITIVE POWER
PERSON			0
	_	10	SHARED DISPOSITIVE POWER
			27,449,860
11	AGGREGAT	E AMOUNT B	ENEFICIALLY OWNED BY EACH REPORTING PERSON
	27,449,8601		
12	CHECK IF TI	HE AGGREGA	TE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) $\square$
13	DED CENT OF	E CLASS DEDI	RESENTED BY AMOUNT IN ROW (11)
13	rekcent O	CLASS KEPI	RESENTED DT AMOUNT IN ROW (11)
	2.7%2		
14		PORTING PER	RSON (SEE INSTRUCTIONS)
	PN		

<sup>&</sup>lt;sup>1</sup> Represented by ADSs, each representing 20 ordinary shares of the Issuer.

 $<sup>^2</sup>$  Based upon a total of 1,010,997,726 outstanding ordinary shares of the Issuer as of December 31, 2010, as reported in the Issuer's annual report on Form 20-F/A dated June 3, 2011 (for the fiscal year ended December 31, 2010).

CUSIP No. (	G2352K 108		
1		EPORTING PE	RSON / I.R.S. IDENTIFICATION NO. OF PERSON.
	NAME OF R	LI OKTING I L	ROOM L.K.S. IDENTIFICATION NO. OF TERSON.
	Cathay Maste	er GP, Ltd.	
2			TE BOX IF A MEMBER OF A GROUP (a) □ (b) ☑
3	SEC USE ON	LY	
4	COLID CE OF	ELDIDG (C. I	
4	SOURCE OF	FUNDS (See In	nstructions)
	OO		
5		SCLOSURE C	F LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) □
-			(v)
6	CITIZENSHI	P OR PLACE (	OF ORGANIZATION
	Cayman Islar		
		7	SOLE VOTING POWER
			0
NUMBER O	E CHADEC —	8	SHARED VOTING POWER
BENEFIC		O	SILIND TOTAGIOTEK
OWNE			27,449,860
EAG	CH	9	SOLE DISPOSITIVE POWER
REPOR			
PERSON	N WITH		0
		10	SHARED DISPOSITIVE POWER
			27.440.860
11	ACCRECAT	E AMOUNT R	27,449,860 ENEFICIALLY OWNED BY EACH REPORTING PERSON
11	AGGREGAT	E AMOUNT B	ENERGIALLI OWNED DI EACH REFORTINO I ERSON
	27,449,8603		
12	CHECK IF TI	HE AGGREGA	TE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □
13	PERCENT O	F CLASS REPI	RESENTED BY AMOUNT IN ROW (11)
	2.7% <u>4</u>		
14		PORTING PER	SON (SEE INSTRUCTIONS)
••	THE OF RE	CRILICIES	(022 1.011.001.0)
	OO		
· · · · · · · · · · · · · · · · · · ·	· · · · · · · · · · · · · · · · · · ·		

<sup>&</sup>lt;sup>3</sup> Represented by ADSs, each representing 20 ordinary shares of the Issuer.

<sup>&</sup>lt;sup>4</sup> Based upon a total of 1,010,997,726 outstanding ordinary shares of the Issuer as of December 31, 2010, as reported in the Issuer's annual report on Form 20-F/A dated June 3, 2011 (for the fiscal year ended December 31, 2010).

CUSIP No. G2			
1	NAME OF R	EPORTING PI	ERSON / I.R.S. IDENTIFICATION NO. OF PERSON
	N. 61.		
		Capital Manage	
2	CHECK THE	E APPROPRIA	TE BOX IF A MEMBER OF A GROUP (a) $\square$ (b) $\boxtimes$
3	SEC USE ON	ILY	
-	522 01	-	
4	SOURCE OF	FUNDS (See 1	instructions)
	00		
5	OO CHECK IE D	ISCI OSLIDE (	DF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) □
3	CHECKIFD	ISCLOSURE (	of LEGAL I ROCEEDINGS IS REQUIRED FORSUMIT TO HEIVIS 2(0) 01 2(0) L
6	CITIZENSHI	P OR PLACE	OF ORGANIZATION
	Delaware		
		7	SOLE VOTING POWER
			0
NUMBER OF	SHARES —	8	SHARED VOTING POWER
BENEFICL		· ·	
OWNED			27,449,860
EACH		9	SOLE DISPOSITIVE POWER
REPORT			
PERSON V	WIIH	10	0 SHARED DISPOSITIVE POWER
		10	SHAKED DISPUSITIVE PUWEK
			27,449,860
11	AGGREGAT	E AMOUNT E	BENEFICIALLY OWNED BY EACH REPORTING PERSON
	27,449,8605		
12	CHECK IF T	HE AGGREGA	ATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □
13	PER CENT O	F CLASS R F P	RESENTED BY AMOUNT IN ROW (11)
13	LICLIVIO	LOLINGKEI	RESERVED DI AMOGNI MARON (11)
	2.7 <mark>%</mark> 6		
14	TYPE OF RE	PORTING PE	RSON (SEE INSTRUCTIONS)
	IA DOI		
	IA, PN		

<sup>&</sup>lt;sup>5</sup> Represented by ADSs, each representing 20 ordinary shares of the Issuer.

<sup>&</sup>lt;sup>6</sup> Based upon a total of 1,010,997,726 outstanding ordinary shares of the Issuer as of December 31, 2010, as reported in the Issuer's annual report on Form 20-F/A dated June 3, 2011 (for the fiscal year ended December 31, 2010).

CUSIP No. C	G2352K 108			
1	NAME OF RE	EPORTING PE	ERSON / I.R.S. IDENTIFICATION NO. OF PERSON.	
	NCCM, LLC			
2	CHECK THE	APPROPRIA'	TE BOX IF A MEMBER OF A GROUP (a) □ (b) ☑	
3	SEC USE ON	LY		
	COLIDGE OF	ELDIDG (C. I		
4	SOURCE OF	FUNDS (See I	instructions)	
	00			
5		SCLOSURE (	OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) □	
3	CHECK II DI	SCEOSCILE (	of Elone Proceedings to Regularis To Reims 2(d) of 2(d)	
6	CITIZENSHII	OR PLACE	OF ORGANIZATION	
	Delaware			
		7	SOLE VOTING POWER	
			0	
NUMBER O		8	SHARED VOTING POWER	
BENEFIC			27 440 060	
OWNE			27,449,860	
EAC REPOR		9	SOLE DISPOSITIVE POWER	
PERSON			0	
LKSOI	W1111	10	SHARED DISPOSITIVE POWER	
		10	SHARED DISI OSHTIVE TO WER	
			27,449,860	
11	AGGREGATI	E AMOUNT E	BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	27,449,8607			
12	CHECK IF TH	IE AGGREGA	ATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □	
13	PERCENT OF	F CLASS REP	RESENTED BY AMOUNT IN ROW (11)	
	2.70/8			
14	2.7% <u>8</u>	ODTRIC PER	DOM (CEE INCTIONIC)	
14	I YPE OF REI	OKTING PE	RSON (SEE INSTRUCTIONS)	
	00			
	00			

<sup>&</sup>lt;sup>7</sup> Represented by ADSs, each representing 20 ordinary shares of the Issuer.

<sup>&</sup>lt;sup>8</sup> Based upon a total of 1,010,997,726 outstanding ordinary shares of the Issuer as of December 31, 2010, as reported in the Issuer's annual report on Form 20-F/A dated June 3, 2011 (for the fiscal year ended December 31, 2010).

1		FDOD TING DI	ERSON / I.R.S. IDENTIFICATION NO. OF PERSON.
	NAME OF F	LEFORTING FI	EKSON/ I.K.S. IDENTIFICATION NO. OF FERSON.
	TAM China	,	
2	СНЕСК ТН.	E APPROPRIA	TE BOX IF A MEMBER OF A GROUP (a) $\square$ (b) $\boxtimes$
3	SEC USE O	NLY	
4	SOURCE OI	F FUNDS (See 1	Instructions)
	00		
5		DISCLOSURE (	OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) □
			··· ===···· ==== = (a) ··· =(v) =
6	CITIZENCII	ID OD DL ACE	OF ORGANIZATION
U	CHIZENSH	IF OK PLACE	OF ORGANIZATION
	Delaware		
		7	SOLE VOTING POWER
			0
UMBER OF	F SHARES	8	SHARED VOTING POWER
BENEFIC			27,440,970
OWNEI EAC		9	27,449,860 SOLE DISPOSITIVE POWER
REPOR	TING		SOLL DISTOSITIVE TO WER
PERSON	WITH		0
		10	SHARED DISPOSITIVE POWER
			27,449,860
11	AGGREGAT	ΓΕ AMOUNT E	BENEFICIALLY OWNED BY EACH REPORTING PERSON
	27,449,860	<u>.</u>	
12			ATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □
13	PERCENT (	OF CLASS REF	PRESENTED BY AMOUNT IN ROW (11)
	2.7% <u>10</u>		
14	TYPE OF RI	EPORTING PE	RSON (SEE INSTRUCTIONS)
	00		

 $<sup>^{9}</sup>$  Represented by ADSs, each representing 20 ordinary shares of the Issuer.

<sup>&</sup>lt;sup>10</sup> Based upon a total of 1,010,997,726 outstanding ordinary shares of the Issuer as of December 31, 2010, as reported in the Issuer's annual report on Form 20-F/A dated June 3, 2011 (for the fiscal year ended December 31, 2010).

JSIP No. (	G2352K 108		
1	NAME OF I	REPORTING PI	ERSON / I.R.S. IDENTIFICATION NO. OF PERSON.
	The Cathay	Investment Fu	nd, Limited
2			TE BOX IF A MEMBER OF A GROUP (a) □ (b) ☑
3	SEC USE O	NLY	
4	SOURCE O	F FUNDS (See	Instructions)
	WC		
5		DISCLOSURE (	OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) □
6	CITIZENSH	IIP OR PLACE	OF ORGANIZATION
	Cayman Isla	ands	
	Cuymun 1310	7	SOLE VOTING POWER
			0
MBER C	F SHARES	8	SHARED VOTING POWER
BENEFIC			104,400
EAG		9	SOLE DISPOSITIVE POWER
REPOR PERSON			0
FERSO		10	SHARED DISPOSITIVE POWER
			104.400
11	AGGREGA'	TE AMOUNT I	104,400 BENEFICIALLY OWNED BY EACH REPORTING PERSON
12	104,400 <u>11</u> CHECK IF 7	THE AGGREGA	ATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □
	CILCINII	L. / IOOKLO/	
13	PER CENT (	OF CLASS REE	PRESENTED BY AMOUNT IN ROW (11)
14	0.0% <u>12</u> TYPE OF R	EPORTING PE	RSON (SEE INSTRUCTIONS)
17		LI OKTINOTE	NOON (OLD INSTRUCTIONS)
	OO		

<sup>&</sup>lt;sup>11</sup> Represented by ADSs, each representing 20 ordinary shares of the Issuer.

<sup>&</sup>lt;sup>12</sup> Based upon a total of 1,010,997,726 outstanding ordinary shares of the Issuer as of December 31, 2010, as reported in the Issuer's annual report on Form 20-F/A dated June 3, 2011 (for the fiscal year ended December 31, 2010).

CUSIP No. (	G2352K 108			
1	NAME OF RE	PORTING PE	ERSON / I.R.S. IDENTIFICATION NO. OF PERSON.	
			nagement, Inc.	
2	CHECK THE	APPROPRIA	TE BOX IF A MEMBER OF A GROUP (a) $\square$ (b) $\boxtimes$	
	_			
3	SEC USE ON	LY		
4	SOURCE OF	FUNDS (See I	instructions)	
4	SOURCE OF	FUNDS (See I	iistructions)	
	00			
5		SCLOSURE (	OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) □	
J	CHECKII DI	SCEOSCILE (	51 EEG.12 11(00EE511(05 15 (12(01125 10 (150111) 10 11 E1/15 2(0) 01 2(0) 12	
6	CITIZENSHII	OR PLACE	OF ORGANIZATION	
	Delaware			
		7	SOLE VOTING POWER	
	_		0	
NUMBER O		8	SHARED VOTING POWER	
BENEFIC			104,400	
OWNE EAC		9	SOLE DISPOSITIVE POWER	
REPOR		9	SOLE DISPOSITIVE POWER	
PERSON			0	
Littoon		10	SHARED DISPOSITIVE POWER	
		10	SHARED DISTOSTIVE FOWER	
			104,400	
11	AGGREGATI	E AMOUNT B	BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	104,400 <u>13</u>			
12	CHECK IF TH	IE AGGREGA	ATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □	
13	PERCENT OF	· CLASS REP	RESENTED BY AMOUNT IN ROW (11)	
	$0.0\%\frac{14}{}$			
14		DODTING PEL	DOM (CEE DICTRICTIONS)	
14	I YPE OF RE	POKTING PER	RSON (SEE INSTRUCTIONS)	
	IA, CO			
	11,00			

 $<sup>^{13}</sup>$  Represented by ADSs, each representing 20 ordinary shares of the Issuer.

<sup>&</sup>lt;sup>14</sup> Based upon a total of 1,010,997,726 outstanding ordinary shares of the Issuer as of December 31, 2010, as reported in the Issuer's annual report on Form 20-F/A dated June 3, 2011 (for the fiscal year ended December 31, 2010).

CUSIP No. G23	352K 108			
1	NAME OF R	EPORTING PE	RSON / I.R.S. IDENTIFICATION NO. OF PERSON.	
	Paloma Inter	national L.P. / (	06-1539218	
2	CHECK THE	E APPROPRIAT	TE BOX IF A MEMBER OF A GROUP (a) □ (b) ☑	
3	SEC USE ON	NLY		
4	SOURCE OF	FUNDS (See In	nstructions)	
	AF			
5	CHECK IF D	ISCLOSURE C	OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) □	
6	CITIZENSHI	P OR PLACE O	OF ORGANIZATION	
	Delaware			
		7	SOLE VOTING POWER	
	_		0	
NUMBER OF S		8	SHARED VOTING POWER	
BENEFICIA			10.002.420	
OWNED I			19,983,420	
EACH		9	SOLE DISPOSITIVE POWER	
REPORTI				
PERSON W	/IIH <u> </u>		0	
		10	SHARED DISPOSITIVE POWER	
			10.002.420	
	ACCRECAT	TE AMOUNTED	19,983,420	
11	AGGREGAT	E AMOUNT B	ENEFICIALLY OWNED BY EACH REPORTING PERSON	
	19,983,420	5		
12			TE AMOINT BUROW (11) EVOLUBED CERTARI QUARE (GEE DICTRUCTIONS).	
12	CHECK IF 1	HE AGGREGA	TE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) $\square$	
13	DEDCENTO	ECI ACC DEDI	RESENTED BY AMOUNT IN ROW (11)	
13	I EKCENI O	T CLASS KEPI	RESENTED DT AMOUNT IN KOW (II)	
	$2.0\%\frac{16}{}$			
14		DODTING DED	RSON (SEE INSTRUCTIONS)	
17	TILEOFKE	A OKTINO FER	ADON (DEE INSTRUCTIONS)	
	PN			
	111			

 $<sup>^{\</sup>rm 15}$  Represented by ADSs, each representing 20 ordinary shares of the Issuer.

<sup>&</sup>lt;sup>16</sup> Based upon a total of 1,010,997,726 outstanding ordinary shares of the Issuer as of December 31, 2010, as reported in the Issuer's annual report on Form 20-F/A dated June 3, 2011 (for the fiscal year ended December 31, 2010).

CUSIP No. G	2352K 108			
1	NAME OF R	EPORTING PE	ERSON / I.R.S. IDENTIFICATION NO. OF PERSON.	
		ers LLC / 06-1		
2	CHECK THE	E APPROPRIA'	TE BOX IF A MEMBER OF A GROUP (a) $\square$ (b) $\boxtimes$	
3	SEC USE ON	II V		
3	SEC OSE ON	LI		
4	SOURCE OF	FUNDS (See I	nstructions)	
	WC			
5	CHECK IF D	ISCLOSURE (	OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) $\square$	
6	CITIZENSHI	P OR PLACE (	OF ORGANIZATION	
v	OTTLES (STI	011121102		
	Delaware			
		7	SOLE VOTING POWER	
			0	
NUMBER OF BENEFIC		8	SHARED VOTING POWER	
OWNEI			7,407,940	
EAC		9	SOLE DISPOSITIVE POWER	
REPORT	ΓING			
PERSON	WITH		0	
		10	SHARED DISPOSITIVE POWER	
			- 10- 0 10	
4.1	ACCRECAT	E AMOUNTED	7,407,940	
11	AGGREGAT	E AMOUNT B	BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	7,407,940 <u>17</u>			
12	, ,	HE AGGREGA	ATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □	
13	PERCENT O	F CLASS REP	RESENTED BY AMOUNT IN ROW (11)	
	0.70/19			
1.4	0.7% <u>18</u>	DODTING PE	DOM (SEE INSTRUCTIONS)	
14	TYPE OF RE	POKTING PEI	RSON (SEE INSTRUCTIONS)	
	00			

 $<sup>^{\</sup>rm 17}$  Represented by ADSs, each representing 20 ordinary shares of the Issuer.

<sup>&</sup>lt;sup>18</sup> Based upon a total of 1,010,997,726 outstanding ordinary shares of the Issuer as of December 31, 2010, as reported in the Issuer's annual report on Form 20-F/A dated June 3, 2011 (for the fiscal year ended December 31, 2010).

CUSIP No. G	G2352K 108			
1	NAME OF R	EPORTING PE	ERSON / I.R.S. IDENTIFICATION NO. OF PERSON.	
			red / Not Applicable	
2	CHECK THE	E APPROPRIA	TE BOX IF A MEMBER OF A GROUP (a) $\square$ (b) $\boxtimes$	
3	SEC USE ON	пv		
3	SEC USE OF	NL I		
4	SOURCE OF	FUNDS (See I	(Instructions)	
		`		
	WC			
5	CHECK IF D	ISCLOSURE (	OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) $\Box$	
	CITIZENICI	D OD DI AGE	OF OR CANIFERENCE	
6	CITIZENSHI	P OR PLACE	OF ORGANIZATION	
	Bermuda			
	Deminada	7	SOLE VOTING POWER	
		,		
			0	
NUMBER OF	F SHARES	8	SHARED VOTING POWER	
BENEFIC	IALLY			
OWNEI			3,961,180	
EAC		9	SOLE DISPOSITIVE POWER	
REPOR' PERSON			0	
TERSON	W11111	10	SHARED DISPOSITIVE POWER	
		10	SHARED DISPOSITIVE POWER	
			3,961,180	
11	AGGREGAT	E AMOUNT B	BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,961,180 <del>19</del>			
12	CHECK IF T	HE AGGREGA	ATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) $\square$	
12	DED CENTE O	E CL ACC DED	DECENTED DV AMOUNTE DIDOW (11)	
13	PERCENT O	F CLASS KEP	PRESENTED BY AMOUNT IN ROW (11)	
	0.4%20			
14		EPORTING PE	RSON (SEE INSTRUCTIONS)	
	TIL OF RE		(CDD DISTRICTION)	
	OO			

 $<sup>^{\</sup>rm 19}$  Represented by ADSs, each representing 20 ordinary shares of the Issuer.

 $<sup>^{20}</sup>$  Based upon a total of 1,010,997,726 outstanding ordinary shares of the Issuer as of December 31, 2010, as reported in the Issuer's annual report on Form 20-F/A dated June 3, 2011 (for the fiscal year ended December 31, 2010).

CUSIP No.	G2352K 108		
1	NAME OF I	REPORTING PI	ERSON / I.R.S. IDENTIFICATION NO. OF PERSON.
	Paloma Part	ners Managem	ent Company / 13-3145891
2	CHECK TH	E APPROPRIA	TE BOX IF A MEMBER OF A GROUP (a) □ (b) ☑
3	SEC USE O	NLY	
4	SOURCE O	F FUNDS (See 1	Instructions)
	OO		
5	CHECK IF	DISCLOSURE (	OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) $\Box$
6	CITIZENSH	IIP OR PLACE	OF ORGANIZATION
	Delaware		
		7	SOLE VOTING POWER
			0
	OF SHARES	8	SHARED VOTING POWER
BENEFI OWNE			31,352,540
EA		9	SOLE DISPOSITIVE POWER
REPOI PERSOI			0
	_	10	SHARED DISPOSITIVE POWER
			31,352,540
11	AGGREGA	TE AMOUNT F	BENEFICIALLY OWNED BY EACH REPORTING PERSON
	31,352,540	<u>21</u>	
	CHECK IF	THE AGGREGA	ATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □
12			
12			
12	PERCENT (	OF CLASS REF	PRESENTED BY AMOUNT IN ROW (11)
	PERCENT (	OF CLASS REF	PRESENTED BY AMOUNT IN ROW (11)
	3.1%22		PRESENTED BY AMOUNT IN ROW (11)  RSON (SEE INSTRUCTIONS)

 $<sup>^{\</sup>rm 21}$  Represented by ADSs, each representing 20 ordinary shares of the Issuer.

<sup>&</sup>lt;sup>22</sup> Based upon a total of 1,010,997,726 outstanding ordinary shares of the Issuer as of December 31, 2010, as reported in the Issuer's annual report on Form 20-F/A dated June 3, 2011 (for the fiscal year ended December 31, 2010).

CUSIP No. (	G2352K 108		
1	NAME OF I	REPORTING PI	ERSON / I.R.S. IDENTIFICATION NO. OF PERSON.
	Trust Asset	Management, L	LP/ 66-0595952
2			TE BOX IF A MEMBER OF A GROUP (a) □ (b) ☑
3	SEC USE O	NLY	
4	SOURCE O	F FUNDS (See 1	(Instructions)
•		1 1 01100 (000 )	instructions)
	00		
5	CHECK IF I	DISCLOSURE	OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) $\Box$
6	CITIZENSH	IIP OR PLACE	OF ORGANIZATION
	II. '. 1 G	X7' T.1 1	
	United State	es Virgin Island 7	SOLE VOTING POWER
		,	SOLL VOINGTOWER
	_		0
NUMBER O		8	SHARED VOTING POWER
BENEFIC OWNE			31,352,540
EAG		9	SOLE DISPOSITIVE POWER
REPOR	RTING		5052 BIST 05111 / B T 0 11 EK
PERSON	N WITH		0
		10	SHARED DISPOSITIVE POWER
			31,352,540
11	AGGREGA'	TE AMOUNT E	BENEFICIALLY OWNED BY EACH REPORTING PERSON
	31,352,540	23	
12			ATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □
13	PER CENT (	OF CLASS REE	PRESENTED BY AMOUNT IN ROW (11)
13	ILKCLIVI	OI CL/100 KLI	RESERVED D'I IMPOUNT ENROW (11)
	3.1%24		
	TIME OF D	FPORTING PE	RSON (SEE INSTRUCTIONS)
14	TYPE OF R	LI ORTHOLD	

 $<sup>^{\</sup>rm 23}$  Represented by ADSs, each representing 20 ordinary shares of the Issuer.

<sup>&</sup>lt;sup>24</sup> Based upon a total of 1,010,997,726 outstanding ordinary shares of the Issuer as of December 31, 2010, as reported in the Issuer's annual report on Form 20-F/A dated June 3, 2011 (for the fiscal year ended December 31, 2010).

	G2352K 108					
1	ERSON / I.R.S. IDENTIFICATION NO. OF PERSON					
	S. Donald S	ussman				
2	CHECK TH	E APPROPRIA	TE BOX IF A MEMBER OF A GROUP (a) □ (b) ☑			
3	SEC USE O	NLY				
4	SOURCE O	F FUNDS (See I	(Instructions)			
5	PF, OO	DIGGL OGLIDE				
5	CHECK IF I	DISCLOSURE	OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) $\square$			
6	CITIZENSH	IIP OR PLACE	OF ORGANIZATION			
	United State	20				
	Officed State	7	SOLE VOTING POWER			
		•				
	_		26,075,340			
NUMBER OF SHARES		8	SHARED VOTING POWER			
BENEFIC OWNE			58,906,800			
EAG	CH -	9	SOLE DISPOSITIVE POWER			
REPOF						
PERSON	N WITH	10	26,075,340			
		10	SHARED DISPOSITIVE POWER			
			58,906,800			
11	AGGREGA	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	84,982,140	<u>25</u>				
12	, ,		ATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □			
12	DED CENT (	DE CLASS DED	DESCRIPED DV AMOUNT IN DOW (11)			
13	PEKCENI (	JF CLASS REP	PRESENTED BY AMOUNT IN ROW (11)			
	8.4%26					
14	TYPE OF R	EPORTING PE	RSON (SEE INSTRUCTIONS)			

 $<sup>^{\</sup>rm 25}$  Represented by ADSs, each representing 20 ordinary shares of the Issuer.

<sup>&</sup>lt;sup>26</sup> Based upon a total of 1,010,997,726 outstanding ordinary shares of the Issuer as of December 31, 2010, as reported in the Issuer's annual report on Form 20-F/A dated June 3, 2011 (for the fiscal year ended December 31, 2010).

	G2352 108		
1	NAME OF R	EPORTING PE	ERSON / I.R.S. IDENTIFICATION NO. OF PERSON
	Paul S. Wola	nsky	
2			TE BOX IF A MEMBER OF A GROUP (a) □ (b) ☑
3	SEC USE Of	NLY	
4	SOURCE OF	F FUNDS (See I	instructions)
	PF, OO		
5		DISCLOSURE (	DF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) □
5	CHECKIL	DISC LOSCILL (	of ELGALTROCEEDINGS IS REQUIRED TORSONIVI TO TEMS 2(a) of 2(c) a
	CITY OF THE	TO OD DI A CE	OF OR CANTALTION
6	CITIZENSH	IP OR PLACE	OF ORGANIZATION
	United State	S	
		7	SOLE VOTING POWER
			14,716,740
JMBER C	OF SHARES	8	SHARED VOTING POWER
BENEFIC OWNE			27,554,260
EAG		9	SOLE DISPOSITIVE POWER
REPOR			
PERSON	N WITH	10	14,716,740 SHARED DISPOSITIVE POWER
		10	SHARED DISPOSITIVE POWER
			27,554,260
11	AGGREGAT	ΓE AMOUNT E	BENEFICIALLY OWNED BY EACH REPORTING PERSON
	42,271,0002	<u>7</u>	
12	CHECK IF T	THE AGGREGA	ATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □
13	PERCENT C	OF CLASS REP	RESENTED BY AMOUNT IN ROW (11)
	4.2%28		
14		EPORTING PEI	RSON (SEE INSTRUCTIONS)
	IN		

 $<sup>^{\</sup>rm 27}$  Represented by ADSs, each representing 20 ordinary shares of the Issuer.

<sup>&</sup>lt;sup>28</sup> Based upon a total of 1,010,997,726 outstanding ordinary shares of the Issuer as of December 31, 2010, as reported in the Issuer's annual report on Form 20-F/A dated June 3, 2011 (for the fiscal year ended December 31, 2010).

CUSIP No. G4	4161R 100						
1	1 NAME OF REPORTING PERSON / I.R.S. IDENTIFICATION NO. OF PERSON						
	Hermann Leung						
2	CHECK THE	E APPROPRIA	TE BOX IF A MEMBER OF A GROUP (a) $\square$ (b) $\boxtimes$				
3	SEC USE ON	πV					
3	SEC USE ON	NL Y					
4	SOURCE OF	FUNDS (See 1	instructions)				
		(	<b>,</b>				
	PF,OO						
5	CHECK IF D	ISCLOSURE (	OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) □				
6	CITIZENSHI	P OR PLACE	OF ORGANIZATION				
	Australia						
	Australia	7	SOLE VOTING POWER				
		,	SOLE FOILIGIONER				
			8,846,520				
NUMBER OF	SHARES	8	SHARED VOTING POWER				
BENEFICI							
OWNED			0				
EACH		9	SOLE DISPOSITIVE POWER				
REPORT PERSON V			0.047.520				
PERSON	wiin	10	8,846,520 SHARED DISPOSITIVE POWER				
		10	SHARED DISPOSITIVE POWER				
			0				
11	AGGREGAT	E AMOUNT E	BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	8,846,520 <del>29</del>						
12	CHECK IF T	HE AGGREGA	ATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) □				
	PPP 651 1 0						
13	PERCENT O	F CLASS REP	RESENTED BY AMOUNT IN ROW (11)				
	0.9%30						
14		PORTING PE	RSON (SEE INSTRUCTIONS)				
17	TILOFKE	A OKTING I E	ROOT (OLD INSTRUCTIONS)				
	IN						

 $<sup>^{29}</sup>$  Represented by ADSs, each representing 20 ordinary shares of the Issuer.

<sup>&</sup>lt;sup>30</sup> Based upon a total of 1,010,997,726 outstanding ordinary shares of the Issuer as of December 31, 2010, as reported in the Issuer's annual report on Form 20-F/A dated June 3, 2011 (for the fiscal year ended December 31, 2010).

### Item 1. Security and the Issuer

This Amendment No.1 to Schedule 13D amends and supplements the Schedule 13D (the "Original Schedule 13D") filed with the U.S. Securities and Exchange Commission (the "SEC") on December 29, 2011 with respect to the ordinary shares, par value \$0.001 (the "Common Stock") , of CNinsure Inc., a Cayman Islands exempted company (the "Issuer"). The principal executive offices of the Issuer are located at 22/F, Yinhai Building, No. 299 Yanjiang Zhong Road, Guangzhou, Guangdong 510110, People's Republic of China.

Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the Original Schedule 13D. Except as otherwise expressly provided herein, all Items of the Original Schedule 13D remain unchanged.

### Item 3. Source and Amount of Funds or other Consideration

Subparagraphs (i), (iii) and (viii) of Item 3 are hereby amended and restated as follows:

- (i) The 27,449,860 shares of Common Stock (1,372,493 ADSs) held by Cathay Capital were acquired using working capital, capital contributed to Cathay Capital by its limited partners and margin loans.
- (iii) Mr. Wolansky may be deemed to beneficially own the following Common Stock:
  - 14,716,740 shares of Common Stock (735,837 ADSs) directly held by Mr. Wolansky, acquired by Mr. Wolansky's direct purchase of the Common Stock in the open market, distributions in-kind of Common Stock by CIF to Mr. Wolansky (as described in Item 4 of the Terminating 13G Filing), and Mr. Wolansky's direct purchase of the Common Stock from New China Management Corp. ("NCMC") (as described in Item 4 of the Terminating 13G Filing), an entity which is the former investment manager for CIF and is 100% owned by Mr. Sussman.
  - 27,449,860 shares of Common Stock (1,372,493 ADSs) directly held by Cathay Capital (Mr. Sussman and Mr. Wolansky are the owners and sole officers and directors of Cathay GP, the general partner of Cathay Capital, and the owners of New China, the investment manager for Cathay Capital, and therefore Mr. Wolansky may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) the Common Stock directly held by Cathay Capital).
  - 104,400 shares of Common Stock (5,220 ADSs) directly held by CIF (Mr. Sussman and Mr. Wolansky each, directly and/or indirectly, own 50% of NCIM, the investment manager for CIF, and therefore Mr. Wolansky may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) the Common Stock directly held by CIF).
- (viii) Mr. Sussman may be deemed to beneficially own the following Common Stock:
  - 1,400,000 shares of Common Stock (70,000 ADSs) directly held by Mr. Sussman, acquired by Mr. Sussman's direct purchase of the Common Stock in the open market, distributions in-kind of Common Stock by CIF to Mr. Sussman (as described in Item 4 of the Terminating 13G Filing), a transfer of Common Stock from the GRAT (as defined below) to Mr. Sussman and a distribution to Mr. Sussman by NCMC (as described in Item 4 of the Terminating 13G Filing), an entity which is the former investment manager for CIF and is 100% owned by Mr. Sussman.
  - 20,382,920 shares of Common Stock (1,019,146 ADSs) held by a grantor retained annuity trust (the "GRAT"), of which Mr. Sussman is a co-trustee, acquired through transfers of Common Stock from Mr. Sussman to the GRAT (as co-trustee, pursuant to Section 13(d) of the Act and the rules thereunder, Mr. Sussman may be deemed to beneficially own all of the shares of Common Stock held by the GRAT);
  - 4,292,420 shares of Common Stock (214,621 ADSs) held by Caremi Partners Ltd. ("Caremi"), of which Mr. Sussman is the sole shareholder (acquired by distributions in-kind of Common Stock by CIF to Caremi, as described in Item 4 of the Terminating 13G Filing). Pursuant to Section 13(d) of the Act and the rules thereunder, because of his status as sole shareholder, Mr. Sussman may be deemed to beneficially own all of the Common Stock of the Issuer held by Caremi).
  - 31,352,540 shares of Common Stock directly held collectively by PILP, Paloma Partners and Paloma Limited (based on the relationships described in Item 2(a) above, Mr. Sussman may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) the Common Stock directly held by those entities).
  - 27,449,860 shares of Common Stock (1,372,493 ADSs) directly held by Cathay Capital (Mr. Sussman and Mr. Wolansky are the owners and sole officers and directors of Cathay GP, the general partner of Cathay Capital, and the owners of New China, the investment manager for Cathay Capital, and therefore Mr. Sussman may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) the Common Stock directly held by Cathay Capital).
  - 104,400 shares of Common Stock (5,220 ADSs) directly held by CIF (Mr. Sussman and Mr. Wolansky each, directly and/or indirectly, own 50% of NCIM, the investment manager for CIF, and therefore Mr. Sussman may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) the Common Stock directly held by CIF).

<sup>&</sup>lt;sup>1</sup> For purposes of this Statement, "Common Stock" means all of the ordinary shares of the Issuer, including those underlying ADSs.

#### Item 5. Interest in Securities of the Issuer

Subparagraphs (a) and (b) of Item 5 are hereby amended and restated as follows:

The following information with respect to the ownership of the Common Stock is provided as of the date hereof:

Reporting Person	Amount beneficially owned:		to vote or direct the	Shared power to vote or to direct the vote:	or to direct the	dispose or
Cathay Capital Holdings II, L.P.						
(1)	27,449,860	2.7%	0	27,449,860	0	27,449,860
Cathay Master GP, Ltd. (2)	27,449,860	2.7%	0	27,449,860	0	27,449,860
New China Capital						
Management, LP (3)	27,449,860	2.7%	0	27,449,860	0	27,449,860
NCCM, LLC (4)	27,449,860	2.7%	0	27,449,860	0	27,449,860
TAM China, LLC (5)	27,449,860	2.7%	0	27,449,860	0	27,449,860
The Cathay Investment Fund,						
Limited (6)	104,400	0.0%	0	104,400	0	104,400
New China Investment						
Management, Inc. (7)	104,400	0.0%	0	104,400	0	104,400
PILP (8)	19,983,420	2.0%	0	19,983,420	0	19,983,420
Paloma Partners (9)	7,407,940	0.7%	0	7,407,940	0	7,407,940
Paloma Limited (10)	3,961,180	0.4%	0	3,961,180	0	3,961,180
PPMC (11)	31,352,540	3.1%	0	31,352,540	0	31,352,540
TAM (12)	31,352,540	3.1%	0	31,352,540	0	31,352,540
S. Donald Sussman (13)	84,982,140	8.4%	26,075,340	58,906,800	26,075,340	58,906,800
Paul S. Wolansky (14)	42,271,000	4.2%	14,716,740	27,554,260	14,716,740	27,554,260
Hermann Leung (15)	8,846,520	0.9%	8,846,520	0	8,846,520	0

- (1) Cathay Capital is the record owner of 27,449,860 shares of Common Stock.
- (2) Cathay GP, as general partner of Cathay Capital, may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) the Common Stock directly held by Cathay Capital.
- (3) New China, as the investment manager of Cathay Capital, may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) the Common Stock held directly by Cathay Capital.
- (4) NCCM, as general partner of New China, may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) the Common Stock held directly by Cathay Capital.
- (5) TAM China, as general partner of New China, may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) the Common Stock held directly by Cathay Capital.
- (6) CIF is the record owner of 104,400 shares of Common Stock.
- (7) NCIM, as the investment manager of CIF, may be deemed to have shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) the Common Stock directly held by CIF.
- (8) PILP is the owner of 19,983,420 shares of Common Stock (through Sunrise).
- (9) Paloma Partners is the record owner of 7,407,940 shares of Common Stock.
- (10) Paloma Limited is the record owner 3,961,180 shares of Common Stock.
- (11) PPMC, as a general partner of PILP, special member of Paloma Partners and adviser to Paloma Limited, may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) the Common Stock held by PILP (through Sunrise), Paloma Partners and Paloma Limited.
- (12) TAM, as a general partner of PILP, managing member of Paloma Partners and trading advisor to Paloma Limited, may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) the Common Stock held by PILP (through Sunrise), Paloma Partners and Paloma Limited.
- (13) See Item 3(viii) above for a description of the shares of Common Stock that Mr. Sussman may be deemed to beneficially own.

(14) The 42,271,000 shares of Common Stock beneficially owned by Mr. Wolansky consist of (i) 14,716,740 shares of Common Stock directly held by Mr. Wolansky, (ii) 27,449,860 shares of Common Stock held directly by Cathay Capital and (iii) 104,400 shares of Common Stock held directly by CIF. Mr. Wolansky, as the sole member of NCCM, may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) the Common Stock held directly by Cathay Capital. Mr. Wolansky, as the holder of 50% of the outstanding shares of NCIM, may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose of or direct the disposition of) the Common Stock held directly by CIF.

(15) The 8,846,520 shares of Common Stock beneficially owned by Mr. Leung consist of (i) 8,826,520 shares of Common Stock directly held by Web-based Securities Limited, the sole shareholder of which is Mr. Leung, and (ii) 20,000 shares of Common Stock directly held by Mr. Leung.

As of the date hereof, no Reporting Person owns any shares of Common Stock other than those set forth in this Item 5.

Neither the filing of this Statement nor any of its contents shall be deemed to constitute an admission that any of the Reporting Persons (other than the entities identified as holding the Common Stock reported on this Statement) is the beneficial owner of the Common Stock referred to herein for purposes of Section 13(d) of the Act, as amended, or for any other purpose, and such beneficial ownership is expressly disclaimed.

Subparagraph (c) of Item 5 is amended and supplemented to add the following information regarding the trading dates, number of shares of Common Stock purchased or sold, and the price per ADS (each of which represents 20 shares of Common Stock) for all transactions by the Reporting Persons in shares of Common Stock since the filing of the Original Schedule 13D, all of which were brokered transactions:

Name of Reporting Person	Date	Number of Shares Purchased (Sold)	Average Price per ADS
Cathay Capital Holdings II, L.P.	12/29/2011	267,760	\$6.79306532
Cathay Capital Holdings II, L.P.	12/30/2011	458,500	\$6.86916233
Cathay Capital Holdings II, L.P.	1/6/2012	580,920	\$6.906173 <sup>34</sup>
Cathay Capital Holdings II, L.P.	1/9/2012	1,608,040	\$6.73320835
Cathay Capital Holdings II, L.P.	1/10/2012	255,540	\$6.8143136
Cathay Capital Holdings II, L.P.	1/11/2012	720,280	\$6.80804937
Cathay Capital Holdings II, L.P.	1/12/2012	436,000	\$6.81975938
Cathay Capital Holdings II, L.P.	1/13/2012	195,360	\$6.779572 <sup>39</sup>
Cathay Capital Holdings II, L.P.	1/17/2012	422,200	\$6.86196140
Cathay Capital Holdings II, L.P.	2/1/2012	106,000	\$7.93183941
Cathay Capital Holdings II, L.P.	2/2/2012	36,000	\$7.945138 <sup>42</sup>
Cathay Capital Holdings II, L.P.	2/3/2012	102,000	\$7.99039243
Cathay Capital Holdings II, L.P.	2/6/2012	552,000	\$7.94207444
Cathay Capital Holdings II, L.P.	2/8/2012	316,000	\$8.22779745
Cathay Capital Holdings II, L.P.	2/9/2012	556,700	\$8.4194146
Cathay Capital Holdings II, L.P.	2/10/2012	286,000	\$8.459825 <sup>47</sup>
Cathay Capital Holdings II, L.P.	2/13/2012	32,000	\$8.50
Cathay Capital Holdings II, L.P.	2/14/2012	190,600	\$8.49598148
Cathay Capital Holdings II, L.P.	2/15/2012	124,000	\$8.47282249
Cathay Capital Holdings II, L.P.	2/16/2012	189,040	\$8.4995550
Cathay Capital Holdings II, L.P.	2/17/2012	266,060	\$8.47881951
Cathay Capital Holdings II, L.P.	2/23/2012	4,000,000	\$8.1075552

<sup>&</sup>lt;sup>32</sup> These shares of Common Stock were purchased by Cathay Capital in multiple transactions at prices ranging from \$6.70 to \$6.86. Cathay Capital hereby undertakes to provide upon request by the SEC Staff full information regarding the number of shares purchased or sold at each separate price.

<sup>&</sup>lt;sup>33</sup> These shares of Common Stock were purchased by Cathay Capital in multiple transactions at prices ranging from \$6.80 to \$6.95. Cathay Capital hereby undertakes to provide upon request by the SEC Staff full information regarding the number of shares purchased or sold at each separate price.

<sup>&</sup>lt;sup>34</sup> These shares of Common Stock were purchased by Cathay Capital in multiple transactions at prices ranging from \$6.87 to \$6.95. Cathay Capital hereby undertakes to provide upon request by the SEC Staff full information regarding the number of shares purchased or sold at each separate price.

<sup>&</sup>lt;sup>35</sup> These shares of Common Stock were purchased by Cathay Capital in multiple transactions at prices ranging from \$6.64 to \$6.82. Cathay Capital hereby undertakes to provide upon request by the SEC Staff full information regarding the number of shares purchased or sold at each separate price.

<sup>&</sup>lt;sup>36</sup> These shares of Common Stock were purchased by Cathay Capital in multiple transactions at prices ranging from \$6.76 to \$6.85. Cathay Capital hereby undertakes to provide upon request by the SEC Staff full information regarding the number of shares purchased or sold at each separate price.

<sup>&</sup>lt;sup>37</sup> These shares of Common Stock were purchased by Cathay Capital in multiple transactions at prices ranging from \$6.76 to \$6.85. Cathay Capital hereby undertakes to provide upon request by the SEC Staff full information regarding the number of shares purchased or sold at each separate price.

<sup>&</sup>lt;sup>38</sup> These shares of Common Stock were purchased by Cathay Capital in multiple transactions at prices ranging from \$6.75 to \$6.85. Cathay Capital hereby undertakes to provide upon request by the SEC Staff full information regarding the number of shares purchased or sold at each separate price.

<sup>&</sup>lt;sup>39</sup> These shares of Common Stock were purchased by Cathay Capital in multiple transactions at prices ranging from \$6.74 to \$6.80. Cathay Capital hereby undertakes to provide upon request by the SEC Staff full information regarding the number of shares purchased or sold at each separate price.

<sup>&</sup>lt;sup>40</sup> These shares of Common Stock were purchased by Cathay Capital in multiple transactions at prices ranging from \$6.82 to \$6.90. Cathay Capital hereby undertakes to provide upon request by the SEC Staff full information regarding the number of shares purchased or sold at each separate price.

- <sup>41</sup> These shares of Common Stock were purchased by Cathay Capital in multiple transactions at prices ranging from \$7.87 to \$7.95. Cathay Capital hereby undertakes to provide upon request by the SEC Staff full information regarding the number of shares purchased or sold at each separate price.
- <sup>42</sup> These shares of Common Stock were purchased by Cathay Capital in multiple transactions at prices ranging from \$7.88 to \$8.00. Cathay Capital hereby undertakes to provide upon request by the SEC Staff full information regarding the number of shares purchased or sold at each separate price.
- <sup>43</sup> These shares of Common Stock were purchased by Cathay Capital in multiple transactions at prices ranging from \$7.95 to \$8.00. Cathay Capital hereby undertakes to provide upon request by the SEC Staff full information regarding the number of shares purchased or sold at each separate price.
- <sup>44</sup> These shares of Common Stock were purchased by Cathay Capital in multiple transactions at prices ranging from \$7.90 to \$8.00. Cathay Capital hereby undertakes to provide upon request by the SEC Staff full information regarding the number of shares purchased or sold at each separate price.
- <sup>45</sup> These shares of Common Stock were purchased by Cathay Capital in multiple transactions at prices ranging from \$8.08 to \$8.30. Cathay Capital hereby undertakes to provide upon request by the SEC Staff full information regarding the number of shares purchased or sold at each separate price.
- <sup>46</sup> These shares of Common Stock were purchased by Cathay Capital in multiple transactions at prices ranging from \$8.27 to \$8.48. Cathay Capital hereby undertakes to provide upon request by the SEC Staff full information regarding the number of shares purchased or sold at each separate price.
- <sup>47</sup> These shares of Common Stock were purchased by Cathay Capital in multiple transactions at prices ranging from \$8.30 to \$8.50. Cathay Capital hereby undertakes to provide upon request by the SEC Staff full information regarding the number of shares purchased or sold at each separate price.
- <sup>48</sup> These shares of Common Stock were purchased by Cathay Capital in multiple transactions at prices ranging from \$8.46 to \$8.50. Cathay Capital hereby undertakes to provide upon request by the SEC Staff full information regarding the number of shares purchased or sold at each separate price.
- <sup>49</sup> These shares of Common Stock were purchased by Cathay Capital in multiple transactions at prices ranging from \$8.43 to \$8.50. Cathay Capital hereby undertakes to provide upon request by the SEC Staff full information regarding the number of shares purchased or sold at each separate price.
- <sup>50</sup> These shares of Common Stock were purchased by Cathay Capital in multiple transactions at prices ranging from \$8.49 to \$8.50. Cathay Capital hereby undertakes to provide upon request by the SEC Staff full information regarding the number of shares purchased or sold at each separate price.
- <sup>51</sup> These shares of Common Stock were purchased by Cathay Capital in multiple transactions at prices ranging from \$8.42 to \$8.50. Cathay Capital hereby undertakes to provide upon request by the SEC Staff full information regarding the number of shares purchased or sold at each separate price.
- <sup>52</sup> These shares of Common Stock were purchased by Cathay Capital in multiple transactions at prices ranging from \$7.91 to \$8.47. Cathay Capital hereby undertakes to provide upon request by the SEC Staff full information regarding the number of shares purchased or sold at each separate price.

### Item 7. Material to Be Filed as Exhibits

Exhibit 1 Joint Filing Agreement, dated December 29, 2011, by and among the Reporting Persons.

### **SIGNATURES**

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned, severally and not jointly, certifies that the information set forth in this statement is true, complete and correct.

Dated: February 24, 2012

### CATHAY CAPITAL HOLDINGS II, L.P.

By: Cathay Master GP, Ltd., its general partner

By: /s/ Paul S. Wolansky Name: Paul S. Wolansky Title: Director

CATHAY MASTER GP, LTD.

By: /s/ Paul S. Wolansky Name: Paul S. Wolansky

Title: Director

NEW CHINA CAPITAL MANAGEMENT, LP

By: NCCM, LLC, its general partner

/s/ Paul S. Wolansky Name: Paul S. Wolansky

Title: Member

NCCM, LLC

By: Becker Drapkin Management, L.P., its general partner

By: /s/ Paul S. Wolansky

Name: Paul S. Wolansky

Title: Member

THE CATHAY INVESTMENT FUND, LIMITED

By: /s/ Paul S. Wolansky

Name: Paul S. Wolansky

Title: Director

PAUL S. WOLANSKY

By: /s/ Paul S. Wolansky

HERMANN LEUNG

By: /s/ Hermann Leung

NEW CHINA INVESTMENT MANAGEMENT, INC.

: /s/ Paul S. Wolansky

Name: Paul S. Wolansky

Title: Chairman

# TAM CHINA, LLC

By: /s/ S. Donald Sussman

Name: S. Donald Sussman

Title: Member

### PALOMA INTERNATIONAL L.P.

By: Trust Asset Management LLP, its general partner

By: Capital Asset Management, Inc., its managing partner

By: /s/ S. Donald Sussman

Name: S. Donald Sussman

Title: President

## PALOMA PARTNERS LLC

By: Trust Asset Management LLP, its general partner

By: Capital Asset Management, Inc., its managing partner

By: /s/ S. Donald Sussman

Name: S. Donald Sussman

Title: President

## PALOMA INTERNATIONAL LIMITED

By: Trust Asset Management LLP, its general partner

By: Capital Asset Management, Inc., its managing partner

By: /s/ S. Donald Sussman

Name: S. Donald Sussman

Title: President

## PALOMA PARTNERS MANAGEMENT COMPANY

By: /s/ Michael J. Berner

Name: Michael J. Berner Title: Executive Vice President

## TRUST ASSET MANAGEMENT, LLP

By: Capital Asset Management, Inc., its managing partner

By: /s/ S. Donald Sussman

Name: S. Donald Sussman

Title: President

## S. DONALD SUSSMAN

By: /s/ S. Donald Sussman

# JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, each of the undersigned hereby agrees to the joint filing on behalf of each of them of a statement on Schedule 13D (including amendments thereto) with respect to the Common Stock of CNinsure Inc., and that this Agreement be included as an Exhibit to such joint filing.

Each of the undersigned acknowledges that each shall be responsible for the timely filing of any statement (including amendments) on Schedule 13D, and for the completeness and accuracy of the information concerning him or it contained herein, but shall not be responsible for the completeness and accuracy of the information concerning the other persons making such filings, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

Dated: December 29, 2011

# CATHAY CAPITAL HOLDINGS II, L.P.

Cathay Master GP, Ltd., its general partner

/s/ Paul S. Wolansky Name: Paul S. Wolansky

Title: Director

CATHAY MASTER GP, LTD.

/s/ Paul S. Wolansky

Name: Paul S. Wolansky

Title: Director

NEW CHINA CAPITAL MANAGEMENT, LP

NCCM, LLC, its general partner

/s/ Paul S. Wolansky

Name: Paul S. Wolansky

Title: Member

NCCM, LLC

Becker Drapkin Management, L.P., its general partner

/s/ Paul S. Wolansky Name: Paul S. Wolansky

Title: Member

THE CATHAY INVESTMENT FUND, LIMITED

/s/ Paul S. Wolansky

Name: Paul S. Wolansky

Title: Director

PAUL S. WOLANSKY

By: /s/ Paul S. Wolansky

HERMANN LEUNG

By: /s/ Hermann Leung

NEW CHINA INVESTMENT MANAGEMENT, INC.

/s/ Paul S. Wolansky

Name: Paul S. Wolansky

Title: Chairman

# TAM CHINA, LLC

By: /s/ S. Donald Sussman

Name: S. Donald Sussman

Title: Member

### PALOMA INTERNATIONAL L.P.

By: Trust Asset Management LLP, its general partner

By: Capital Asset Management, Inc., its managing partner

By: /s/ S. Donald Sussman

Name: S. Donald Sussman

Title: President

## PALOMA PARTNERS LLC

By: Trust Asset Management LLP, its general partner

By: Capital Asset Management, Inc., its managing partner

By: /s/ S. Donald Sussman

Name: S. Donald Sussman

Title: President

## PALOMA INTERNATIONAL LIMITED

By: Trust Asset Management LLP, its general partner

By: Capital Asset Management, Inc., its managing partner

By: /s/ S. Donald Sussman

Name: S. Donald Sussman

Title: President

## PALOMA PARTNERS MANAGEMENT COMPANY

By: /s/ Michael J. Berner

Name: Michael J. Berner Title: Executive Vice President

## TRUST ASSET MANAGEMENT, LLP

By: Capital Asset Management, Inc., its managing partner

By: /s/ S. Donald Sussman

Name: S. Donald Sussman

Title: President

## S. DONALD SUSSMAN

By: /s/ S. Donald Sussman