

FORM A

**STATEMENT REGARDING THE
ACQUISITION OF CONTROL OF OR MERGER
WITH DOMESTIC INSURERS**

STAR INSURANCE COMPANY

AMERITRUST INSURANCE CORPORATION

WILLIAMSBURG NATIONAL INSURANCE COMPANY

PROCENTURY INSURANCE COMPANY

BY

MIRACLE NOVA II (US), LLC

MIRACLE NOVA I (US), LLC

MIRACLE NOVA (UK) LIMITED

MIRACLE NOVA LIMITED

FOSUN WEALTH HOLDINGS LIMITED

AND

FOSUN INTERNATIONAL LIMITED

Filed with the Michigan of Department of Insurance and Financial Services

Dated: January 29, 2015

Name, Title, Address and Telephone Number of Individual to Whom Notices and
Correspondence Concerning This Statement Should be Addressed:

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ITEM 1. INSURER AND METHOD OF ACQUISITION.

(a) Name and Address of the Domestic Insurers

The name and address of the Domestic Insurers to which this Application relates are as follows:

Star Insurance Company
26255 American Drive
Southfield, MI

Ameritrust Insurance Corporation
26255 American Drive
Southfield, MI

Williamsburg National Insurance Company
26255 American Drive
Southfield, MI

ProCentury Insurance Company
26255 American Drive
Southfield, MI

(b) Method of Acquisition of Control

Pursuant to an Agreement and Plan of Merger dated December 30, 2014 among Miracle Nova II (US), LLC; Miracle Nova III (US), Inc.; and Meadowbrook Insurance Group, Inc. ("Meadowbrook") (the "Merger Agreement"), and in accordance with the Michigan Business Corporations Act, Miracle Nova III (US), Inc. shall be merged with and into Meadowbrook, whereupon the separate existence of Miracle Nova III (US), Inc. shall cease, and Meadowbrook shall continue as the surviving corporation, to be renamed "Meadowbrook Holdings, Inc."

Under the terms of the Merger Agreement, each issued and outstanding share of Meadowbrook shall be converted into the right to receive \$8.65 in cash, representing an aggregate transaction value of approximately \$433 million.

A copy of the Merger Agreement is attached hereto as Exhibit 1. The stockholder information materials to be filed by Meadowbrook with the Securities Exchange Commission are in the process of being prepared and a copy will be provided at the time they are so filed.

Miracle Nova III (US), Inc. is a wholly owned subsidiary of Miracle Nova II (US), LLC. Therefore, as a result of the Merger Agreement, Miracle Nova II (US), LLC will directly acquire 100% of the outstanding stock of Meadowbrook.

The Domestic Insurers are either direct or indirect wholly owned subsidiaries of Meadowbrook. Therefore, Miracle Nova II (US), LLC, will acquire indirect control of the Domestic Insurers as a result of its direct acquisition of 100% of the outstanding shares of Meadowbrook.

The other entities identified as Applicants in Item 2, below, directly or indirectly wholly own Miracle Nova II (US), LLC, as set forth on the chart attached hereto as Exhibit 2 and will, therefore, acquire indirect control of the Domestic Insurers as a result of Miracle Nova II (US) LLC's direct acquisition of 100% of the outstanding shares of Meadowbrook. Fosun International Limited ("Fosun") is the ultimate controlling person of each such entity and, therefore, will become the ultimate controlling person of the Domestic Insurers as a result of the Merger Agreement.

ITEM 2. IDENTITY AND BACKGROUND OF THE APPLICANTS.

(a) Names and Addresses of the Applicants

The names and business addresses the Applicants are:

1) Miracle Nova II (US), LLC

3500 South DuPont Highway
Dover, DE 19901

2) Miracle Nova I (US), LLC

3500 South DuPont Highway
Dover, DE 19901

3) Miracle Nova (UK) Limited

20 Little Britain
London EC1A 7DH
United Kingdom

4) Miracle Nova Limited

Level 54, Hopewell Center ,
183 Queen's Road East,
Hong Kong

5) Fosun Wealth Holdings Limited

Room 808, ICBC Tower,
3 Garden Road,
Central, Hong Kong

6) Fosun International Limited

Room 808, ICBC Tower,
3 Garden Road,
Central, Hong Kong

(b) Business Operations of the Applicants For the Past Five Years

Introduction:

Fosun is a leading investment group taking roots in China with a global foothold. Fosun is publicly traded on the Hong Kong Stock Exchange. Fosun is not controlled by any foreign government.

Fosun has established four business engines comprising insurance, industrial operations, investment and asset management. Fosun regards the development of its insurance business as a premium path in connecting its investment capability to long-term high-quality capital.

Currently, Fosun has more than one third of its total assets invested in insurance businesses including investments in Yong'an P&C Insurance, Pramerica Fosun Life Insurance, Peak Reinsurance and Fidelidade Group, Portugal's largest insurance company. Fosun is also in the process of obtaining a 20% equity interest in Ironshore, Inc., a Bermuda-based specialty insurance group.

As of December 31, 2013, Fosun had total assets of approximately \$30.0 billion and stock holder equity (net assets) of approximately \$10.0 billion. In 2013, Fosun had gross revenue of approximately \$8.4 billion and net income of approximately \$1.3 billion.

Fosun Wealth Holdings Limited is a limited liability company incorporated in Hong Kong and its principal business purpose and activity is investment holding.

Miracle Nova II (US), LLC, Miracle Nova I (US), LLC, Miracle Nova (UK) Limited, and Miracle Nova Limited have each been organized for structural purposes in connection with efficiently executing the Merger Agreement and managing the ongoing ownership by Fosun of the Domestic Insurers. These entities have no other business activities.

Summary of Fosun's Business Operations For the Past Five Years:

Insurance

Fosun has been engaged in insurance since 2007. However, the scope of its insurance business activity has expanded since 2012 when Fosun co-established Fosun-Pramerica Life Insurance Company, a 50:50 Joint Venture with US leading insurer Prudential, and founded Peak Re, a Hong Kong based reinsurance company in which Fosun holds a 85.1% stake. In 2014 Fosun acquired 80% of Fidelidade, Multicare and Cares (now collectively Fosun Portugal Insurance), the largest insurance group in Portugal. At the end of June 2014, the assets of Fosun's insurance operations accounted for 37% of total assets of Fosun, compared to 3% in 2013.

As noted above, Fosun is in the process of purchasing a 20% interest in Ironshore Inc., a Bermuda-based insurance holding company that controls several U.S. domiciled insurance companies. An Application for Acquisition of Control (or waiver/exemption from such application) has been approved in Arizona, Florida, Minnesota, and Texas in connection with Fosun's proposed purchase of Ironshore, Inc.'s shares.

Investment

Fosun's investment portfolio value grew from approximately \$1.9 billion in 2009 to approximately \$7.7 billion at June 30, 2014.

Asset Management

In 2007, Fosun raised its first private equity fund with assets under management of \$15.5 million. Since 2011, Fosun has grown its Asset Management business, as assets under management increased from \$2.1 billion in 2011 to \$5.5 billion by June 30, 2014. Institutional investors in Fosun funds include insurance companies, sovereign funds, and social security funds from China and overseas.

Industrial Operations

Fosun's industrial operations consist of four portfolio companies, namely Fosun Pharma, Forte, Nanjing Nangang and Hainan Mining. Profits attributable to Fosun from industrial operations grew from \$384 million in 2009 to \$624 million by the end of 2013.

Fosun Pharma is a leading healthcare company in China listed on the Shanghai Stock Exchange and the Hong Kong Stock Exchange. Fosun Pharma's business segments include pharmaceutical manufacturing, pharmaceutical distribution and retail, healthcare services, and diagnostic products and medical devices. It is the leading domestic pharmaceutical manufacturing company in PRC by revenue. Its core business is the research and development, manufacturing, and sales and marketing of pharmaceutical products. Fosun Pharma has established a leading position in the pharmaceutical distribution sector through its strategic investment in Sinopharm. Fosun Pharma also participates in China's high-end healthcare service sector through its joint venture with, and strategic investment in, Chindex.

Through its subsidiary, Forte, Fosun is engaged in development projects over 17 cities in PRC, consisting of Shanghai, Beijing, Tianjin, Nanjing, Chongqing, Chengdu, Xi'an, Wuhan, Changchun, Wuxi, Hangzhou, Taiyuan, Changsha, Ningbo, Sanya, Dongyang and Datong.

Fosun's steel business comprises the business of Nanjing Nangang and its subsidiaries, of which a major subsidiary, Nanjing Iron & Steel, is a publicly traded company listed on the Shanghai Stock Exchange. Located in East China, Nanjing Iron & Steel is an integrated steel company with a complete production process, including mining, coking, sintering, iron making, steel making and steel rolling. Its principal products include medium and heavy steel plates, steel bars, wire rods, steel strips and section steel.

Hainan Mining became a publicly traded company listed on the Shanghai Stock Exchange on December 8, 2014. It owns a large open-pit, high-grade iron ore mine in Hainan province. Its core businesses include mining and sales of iron ore.

Business Intended to be Done by Fosun

In the insurance sector, Fosun aims to proactively explore and develop its insurance business, including through investments and acquisitions. The proposed acquisition of Meadowbrook and the Domestic Insurers is consistent with this overall objective.

In its other businesses, Fosun's core investment strategy is to focus on investing in industries that benefit from China's growth momentum and to keep building an integrated investment platform fully utilizing Fosun's domestic and global resources.

Consistent with that strategy, Fosun will continue to support its existing principal portfolio companies, including Fosun Pharma, Forte, Nanjing Nangang and Hainan Mining, to grow into leaders in their respective industries through organic growth as well as mergers and acquisitions. Where opportunity arises, Fosun plans to add more light-asset businesses to its industrial business portfolio.

(c) Organizational Chart

A listing of Fosun's affiliates and subsidiaries is attached hereto as Exhibit 3(a). An abbreviated post-closing organizational chart of Fosun, showing Meadowbrook's and, consequently, the Domestic Insurers', place within the Fosun organizational structure, is attached hereto as Exhibit 3(b).

No court proceedings involving a reorganization or liquidation are pending with respect to any entity identified in Exhibit 3(a).

ITEM 3. IDENTITY AND BACKGROUND OF INDIVIDUALS ASSOCIATED WITH THE APPLICANTS.

The names and titles of all persons who are directors, executive officers, or owners of ten percent or more of the Applicants are as follows:

(a) Miracle Nova II (US), LLC

Executive Officers:

Qunbin Wang Co-President

Guozheng Zhang Co-President

Qiuping Duan Co-President

(b) Miracle Nova I (US), LLC

Executive Officers:

Qunbin Wang Co-President

Guozheng Zhang Co-President

Qiuping Duan Co-President

(c) Miracle Nova (UK) Limited

Directors:

Qunbin Wang

Guozheng Zhang

Qiuping Duan

(d) Miracle Nova Limited

Director:

Xuetang Qin

(e) Fosun Wealth Holdings Limited

Director:

Xuetang Qin

Executive Officer

Mei Ming Sze Secretary

(f) Fosun International Limited

Directors:

Guo Guangchang

Liang Xinjun

Wang Qunbin

Ding Guoqi

Qin Xuetang

Wu Ping

Fan Wei

Zhang Shengman

Zhang Huaqiao

David T. Zhang

Yang Chao

Executive Officers:

Guo Guangchang	Chairman
Liang Xinjun	Vice Chairman and Chief Executive Officer
Wang Qunbin	President
Ding Guoqi	Senior Vice President and Chief Financial Officer
Qin Xuetang	Senior Vice President
Wu Ping	Senior Vice President
Sze Mei Ming	Secretary

(g) There are four individuals who own ten percent or more of the Applicants.¹

These individuals are as follows:

Guo Guangchang

Liang Xinjun

Wang Qunbin

Fan Wei

Biographical affidavits for all above-named persons are either attached hereto as Exhibit 4 or will be filed as supplements to this Application.

Fingerprint cards for all above-named persons, all of whom are citizens of the PRC or Hong Kong will be provided upon request.

¹ These individuals indirectly own Fosun as a result of their ownership of Fosun International Holdings Ltd in approximately the following percentages: Guo Guangchang (58%), Liang Xinjun (22%), Wang Qunbin (10%), and Fan Wei (10%). Statements of Net Worth of each of these four individuals will be provided under separate cover upon request. Fosun International Holdings Ltd wholly owns Fosun Holdings Limited, which owns approximately 79.6% of Fosun. The remaining approximately 20.4% ownership of Fosun is held by public shareholders. Fosun International Holdings Ltd and Fosun Holdings Limited are holding companies and have no business other than that conducted through the subsidiaries of Fosun.

None of the persons listed above has been: (i) adjudged or designated a bankrupt or debtor under the United States Bankruptcy Code; (ii) convicted, served with a criminal summons, questioned, arrested, taken into custody, indicted, charged with, tried or ever been the subject of an investigation concerning any violation of law (excluding minor traffic violations or those incidents which occurred prior to the person's eighteenth birthday); (iii) been the subject of a disciplinary proceeding before any federal or state regulatory agency; or (iv) been a management consultant, administrator, officer, director, trustee, investment committee member, key employee or controlling shareholder of any company or company affiliate which became insolvent or was placed under supervision or in receivership, rehabilitation, liquidation or conservatorship or had its certificate of authority suspended or revoked while you occupied such position.

In connection with the closing of the Merger Agreement, Fosun will have the right as sole shareholder of Meadowbrook to elect new directors and appoint new executive officers of Meadowbrook and to cause the Domestic Insurers to elect new directors and appoint new executive officers, as well. At this time, however, Fosun is undecided as to whether to exercise these shareholder rights. This Application will be supplemented at such time as Fosun determines the identity of any new directors or executive officers of Meadowbrook or any of the Domestic Insurers.

Updated biographical affidavits of the Domestic Insurers' current directors and executive officers are attached hereto as Exhibit 5. The fingerprints of these individuals are believed to be currently on file with DIFS.

ITEM 4. NATURE, SOURCE AND AMOUNT OF CONSIDERATION

(a) Nature, Source, and Amount of Consideration.

Fosun currently intends to use available funds as the source of the consideration for the Merger Agreement. However, for the purposes of optimal capital and solvency management, Fosun may utilize external financing, including bank loans as the source for some of the consideration. Any such external debt financing will not have any material impact on Fosun's or the Domestic Insurers' financial condition. A supplement to this Application will be submitted in the event that any debt financing is used in connection with the Merger Agreement.

Fosun will pay \$8.65 in cash for each issued and outstanding share of Meadowbrook, representing an aggregate transaction value of approximately \$433 million.

(b) Criteria Used in Determining Amount of Consideration

The amount of consideration for the Merger Agreement was negotiated at arm's length.

(c) Loans

As noted immediately above, for the purposes of optimal capital and solvency management, Fosun may utilize external financing, including bank loans as the source for some of the consideration. Any such external debt financing will not have any material impact on Fosun's or

the Domestic Insurers' financial condition. A supplement to this application will be submitted in the event that any debt financing is used in connection with the Merger Agreement.

ITEM 5. FUTURE PLANS OF DOMESTIC INSURER.

The Applicants currently have no plans to make any material change in the management, business operations, or corporate structure of the Domestic Insurers. As set forth in more detail in Section 5.11 of the Merger Agreement ("Employee Benefit Matters"), the Applicants have generally agreed to maintain the compensation and other employment-related benefits of each individual who is an employee of the Domestic Insurers at their current level for a period of one year following the closing of the Merger Agreement. Five year financial projections for the Domestic Insurers, consolidated with their current affiliate insurers are attached as Exhibit 6.

The Applicants currently have no plans for the Domestic Insurers to pay an extraordinary dividend, liquidate the Domestic Insurers, sell their assets or merge the Domestic Insurers with any person or persons.

This Application will be supplemented if Fosun's plans for the Domestic Insurers change. Fosun will submit Form D filings if Fosun proposes to enter, or to cause any of its affiliates to enter, into any inter-affiliate agreements with the Domestic Insurers before the closing of the Merger Agreement. After the closing, Fosun will comply with the Michigan Holding Company Act and file Form Ds as appropriate in the event its plans change over time.

Fosun is entering into the acquisition of the Domestic Insurers because Fosun has been engaged in recent efforts in establishing insurance as its core business and developing insurance as one of its key growth engines. Fosun regards the development of its insurance business as a premium path in connecting its investment capability to long-term high-quality capital. The acquisition of the Domestic Insurers will further expand Fosun's insurance business and strengthen Fosun's capability to access long-term high-quality capital.

ITEM 6. VOTING SECURITIES TO BE ACQUIRED.

As of December 29, 2014, there were 50,093,678 issued and outstanding shares of Meadowbrook. Pursuant to the terms of the Merger Agreement, the Applicants intend to acquire 100% of such issued and outstanding shares.

ITEM 7. OWNERSHIP OF VOTING SECURITIES.

To the knowledge of the Applicants, none of the Applicants, except as set forth herein and as contemplated by the Merger Agreement, any of their affiliates or subsidiaries identified in Exhibit 3(a), or any person identified in Item 3 is currently the legal or beneficial owner of, or has any right to acquire, any shares of any class of voting securities, or any security convertible into a right to acquire a voting security, of the Domestic Insurers.

ITEM 8. CONTRACTS, ARRANGEMENTS, OR UNDERSTANDINGS WITH RESPECT TO VOTING SECURITIES OF THE INSURER.

Other than as set forth in the Merger Agreement, the Applicants have no contracts, arrangements, or understandings with respect to any of the Meadowbrook shares or any shares of the Domestic Insurers.

ITEM 9. RECENT PURCHASES OF VOTING SECURITIES.

To the knowledge of the Applicants, there have been no purchases, direct or indirect, during the twelve calendar months preceding the filing of this Statement of any voting securities of the Domestic Insurers which were effected by the Applicants, or any person controlling, controlled by or under common control with the Applicants, any of their affiliates or subsidiaries identified in Exhibit 3(a) or any person identified in Item 3.

ITEM 10. RECENT RECOMMENDATIONS TO PURCHASE.

To the knowledge of the Applicants, there have been no recommendations to purchase any voting securities of the Domestic Insurers made by the Applicants, any of its affiliates or subsidiaries identified in Exhibit 3(a) or any person identified in Item 3.

ITEM 11. AGREEMENTS WITH BROKER-DEALERS.

There are no agreements, contracts, or understandings made with any broker-dealer as to solicitation of voting securities of the Domestic Insurers for tender.

ITEM 12. FINANCIAL STATEMENTS AND EXHIBITS.

(a) Exhibits.

The following information is attached as an appendix:

Exhibit 1	Agreement and Plan of Merger
Exhibit 2	Transaction Structure Chart
Exhibit 3(a)	Listing of Fosun Affiliates
Exhibit 3(b)	Post-closing Fosun Organizational Chart
Exhibit 4	Biographical Affidavits of Individuals Associated with the Applicants
Exhibit 5	Biographical Affidavits of Existing Directors and Executive Officers of the Domestic Insurers
Exhibit 6	Financial Projections for Meadowbrook
Exhibit 7	Financial Statements of Fosun
Exhibit 8	Stockholder Reports by Fosun

(b) Financial Statements.

Consolidated audited financial statements of Fosun for the last five fiscal years and an unaudited financial statement of Fosun as of June 30, 2014 are attached as Exhibit 7. Fosun's consolidated audited financial statement as of December 31, 2014 is expected to be issued on or about March 31, 2015, and will be filed as a supplement to this Application at or about that time.

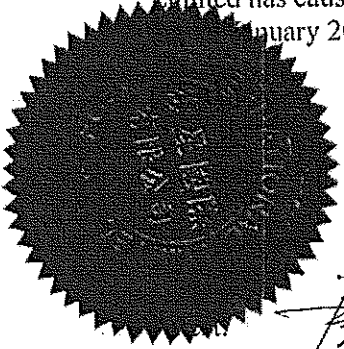
(c) Tender Offer, Agreements for Voting Securities, Annual Reports.

Other than as indicated herein, there will be no employment, consultation, advisory or management contracts concerning the Domestic Insurers, and there have been no annual reports to stockholders of the Domestic Insurers for the last two fiscal years. Annual reports to stockholders of Fosun for 2012 and 2013 are attached here as Exhibit 8. The 2014 annual report to the stockholders of Fosun will be filed as a supplement at the time it is issued, if requested.

ITEM 13. SIGNATURE AND CERTIFICATION.

SIGNATURES

Pursuant to the requirements of Section 1311 of the Insurance Code of 1956, Fosun International Limited has caused this application to be duly signed on its behalf in Hong Kong, on the 28th day of January 2015.



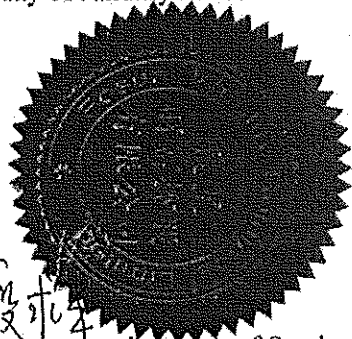
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FOSUN INTERNATIONAL LIMITED

BY: *[Signature]*
Name: DING GUOQI
Title: Executive Director

Pursuant to the requirements of Section 1311 of the Insurance Code of 1956, Fosun Wealth Holdings Limited has caused this application to be duly signed on their behalf in Hong Kong, on the 28th day of January 2015.

(SEAL)

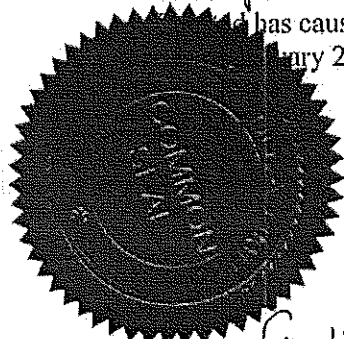


FOSUN WEALTH HOLDINGS LIMITED

BY: *[Signature]*
Name: QIN XUETANG
Title: Director

Attest:

[Signature]
Pursuant to the requirements of Section 1311 of the Insurance Code of 1956, Miracle Nova Limited has caused this application to be duly signed on their behalf in Hong Kong, on the 28th day of January 2015.



Attest:

[Signature]

MIRACLE NOVA LIMITED

BY: *[Signature]*
Name: QIN XUETANG
Title: Director

Pursuant to the requirements of section 3901.321 of the Ohio Revised Code, Miracle Nova (UK) Limited has caused this application to be duly signed on its behalf in Hong Kong, on the 28th day of January 2015.

(SEAL)

MIRACLE NOVA (UK) LIMITED

BY: 
Name: WANG QUNBIN
Title: Director

Attest: 段求平

Pursuant to the requirements of section 3901.321 of the Ohio Revised Code, Miracle Nova I (US), LLC has caused this application to be duly signed on its behalf in Hong Kong, on the 28th day of January 2015.

(SEAL)

MIRACLE NOVA I (US), LLC

BY: 
Name: WANG QUNBIN
Title: Co-president

Attest: 段求平

Pursuant to the requirements of section 3901.321 of the Ohio Revised Code, Miracle Nova II (US), LLC has caused this application to be duly signed on its behalf in Hong Kong, on the 28th day of January 2015.

(SEAL)

MIRACLE NOVA II (US), LLC

BY: 
Name: WANG QUNBIN
Title: Co-president

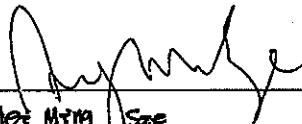
Attest: 段求平

CERTIFICATIONS

The undersigned deposes and says that [s]he has duly executed the attached application dated January 21, 2015, for and on behalf of Fosun International Limited that [s]he is the Executive Director of such company and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.


Name: WANG QUNBEN
Title: Executive Director

The undersigned deposes and says that [s]he has duly executed the attached application dated January 21, 2015, for and on behalf of Fosun Wealth Holdings Limited that [s]he is the Director of such company and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

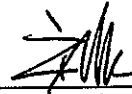

Name: Mei Ming Sze
Title: Secretary

The undersigned deposes and says that [s]he has duly executed the attached application dated January 21, 2015, for and on behalf of Miracle Nova Limited that [s]he is the Director of such company and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.


Name: QIN XUETANG
Title: Director

The undersigned deposes and says that [s]he has duly executed the attached application dated January 21, 2015, for and on behalf of Miracle Nova (UK) Limited that [s]he is the

Director of such company and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.



Name: ZHANG GUOZHENG
Title: Co-President

The undersigned deposes and says that [s]he has duly executed the attached application dated January ²⁹ 2015, for and on behalf of Miracle Nova I (US), LLC that [s]he is the Co-President of such company and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.



Name: ZHANG GUOZHENG
Title: Co-President

The undersigned deposes and says that [s]he has duly executed the attached application dated January ²⁹, 2015, for and on behalf of Miracle Nova II (US), LLC that [s]he is the Co-President of such company and that he is authorized to execute and file such instrument. Deponent further says that he is familiar with the instrument and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.



Name: ZHANG GUOZHENG
Title: Co-President