
LETTER FROM THE CFE WHITEWASH WAIVER BOARD COMMITTEE

The following is the text of a letter from the CFE Whitewash Waiver Board Committee setting out its recommendation to the Independent CFE Shareholders in relation to the Whitewash Waiver and the Special Deal.



China Fire Safety Enterprise Group Limited

中國消防企業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 445)

15 March 2018

To the Independent CFE Shareholders

Dear Sir or Madam,

APPLICATION FOR WHITEWASH WAIVER AND THE SPECIAL DEAL

We refer to the circular of the Company dated 15 March 2018 (the “**Circular**”), of which this letter forms part. Unless specified otherwise, capitalised terms used herein shall have the same meanings as those defined in the Circular.

We have been appointed as the Whitewash Waiver Board Committee to advise you in respect of the Proposed Acquisitions, the Subscription, the Specific Mandate, the Whitewash Waiver, the Proposed Conversion and the Special Deal, the details of which are set out in the “Letter from the Board” in the Circular. Yunfeng Financial Markets Limited has been appointed as the independent financial adviser to advise Whitewash Waiver Board Committee in this regard. Details of the independent advice of the Independent Financial Adviser, together with the principal factors and reasons, it has taken into consideration, are set out on pages 77 to 147 of the Circular.

Having considered, among other things, the terms of the Proposed Acquisitions, the Subscription, the Specific Mandate, the Whitewash Waiver, the Proposed Conversion, the Special Deal and the advice of the Independent Financial Adviser, we are of the opinion that the Proposed Acquisitions, the Subscription, the Specific Mandate, the Whitewash Waiver, the Proposed Conversion and the Special Deal are fair and reasonable and in the interests of the Company and the CFE Shareholders as a whole. We therefore recommend the Independent CFE Shareholders to vote in favour of the ordinary resolutions to be proposed at the CFE EGM to approve the Proposed Acquisitions, the Subscription, the Specific Mandate, the Whitewash Waiver, the Proposed Conversion, the Subscription and the Special Deal.

Yours faithfully,

CFE Whitewash Waiver Board Committee

Mr. Robert Johnson

*Non-executive
Director*

Dr. Loke Yu

*Independent
non-executive Director*

Mr. Heng Ja Wei

*Independent
non-executive Director*

Mr. Ho Man

*Independent
non-executive Director*