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China Fire Safety Enterprise Group Holdings Limited

中國消防企業集團控股有限公司*

(incorporated in Cayman Islands with limited liability)

(Stock code : 8201)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In view of certain amendments made to the GEM Listing Rules relating to corporate governance issues effective on 31 March 2004, the Board proposes to amend the Articles of Association.

The proposed amendments to the Articles of Association are subject to the approval of the shareholders of the Company by way of special resolution at the AGM. This announcement is made pursuant to Rule 17.50(1) of the GEM Listing Rules. A circular containing details of the proposed amendments to the Articles of Association will be dispatched to the shareholders of the Company as soon as practicable.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In view of certain amendments made to the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “GEM Listing Rules”) relating to corporate governance issues which will become effective on 31 March 2004 subject to certain transitional arrangements, the board of directors of China Fire Safety Enterprise Group Holdings Limited (the “Company”) proposes to the shareholders of the Company for approval of certain amendments to the Articles of Association including, inter alia, the following provisions:

1. A minimum seven-day period for lodgment by shareholders of the notice to nominate a director to commence no earlier than the day after the dispatch of the notice of the meeting appointed for such election and end no later than seven days before the date of such meeting.
2. Prohibit a director of the Company (“Director”) from voting at and being counted towards the quorum of the Board meeting on any matter in which he or any of his associates has a material interest, subject to certain exceptions as provided for in the Articles of Association.
3. Exclude the votes cast by a shareholder or on behalf of such shareholder in contravention of a requirement or restriction under the GEM Listing Rules.

The proposed amendments to the Articles of Association are subject to the approval of the shareholders of the Company by way of special resolution at the Annual General Meeting (“AGM”) to be held at Caine Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on 21 April 2004 (Wednesday) at 3:00 p.m.. A circular containing, among other things, particulars of the proposed amendments to the Articles of Association will be dispatched to the shareholders of the Company as soon as practicable.

By order of the Board
China Fire Safety Enterprise Group Holdings Limited
Li Ching Wah
Company Secretary

Hong Kong, 26 March 2004

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the GEM website on the “Latest Company Announcements” page for at least 7 days from the date of its posting.

** For identification purpose only.*