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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**Meeting**”) of China Fire Safety Enterprise Group Limited (the “**Company**”) will be held immediately after the conduction of the annual general meeting of the Company which is scheduled to be held at 3:00 p.m. on 22 May 2015 (Friday) at Falcon Room II, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTIONS

“THAT:

- (a) the conditional sale and purchase agreement dated 27 February 2015 (the “**Acquisition Agreement**”) and entered into among Profit Asia International Trading Limited (the “**Purchaser**”), a wholly-owned subsidiary of the Company, as purchaser, CIMC Top Gear B.V. (the “**Vendor**”), as vendor, the Company, as guarantor of the Purchaser’s obligations under the Acquisition Agreement, and China International Marine Containers (Hong Kong) Limited, as guarantor of the Vendor’s obligations under the Acquisition Agreement, in respect of the sale and purchase of 40% equity interests in Albert Ziegler GmbH (“**Ziegler**”) and 40% of all the amounts owed by Ziegler to the Vendor as at the date of completion of the Acquisition Agreement for the consideration of HK\$489,428,572, (a copy of the Acquisition Agreement has been produced to the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification), and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) the allotment and issue of 1,223,571,430 new shares (the “**Consideration Shares**”) of HK\$0.01 each in the share capital of the Company, credited as fully paid, at the issue price of HK\$0.4 per Consideration Share to the Vendor (or its nominee) pursuant to the terms and conditions of the Acquisition Agreement and the transactions contemplated thereunder be and is hereby approved;

- (c) subject to and conditional upon the Executive Director (or any delegate of the Executive Director) of the Corporate Finance Division of the Securities and Futures Commission (the “**Executive**”) granting to the Vendor and parties acting in concert with it the waiver (the “**Whitewash Waiver**”) pursuant to Note 1 to the Notes on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”) waiving any obligation on the part of the Vendor and parties acting in concert with it to make a mandatory general offer for all the securities of the Company not already owned or agreed to be acquired by the Vendor and parties acting in concert with it which would otherwise arise under Rule 26.1 of the Takeovers Code as a result of the allotment and issue of the Consideration Shares to the Vendor (or its nominee) and the satisfaction of any condition(s) attached to the Whitewash Waiver as may be imposed by the Executive, the Whitewash Waiver be and is hereby approved; and
- (d) any one or more of the directors (the “**Directors**”) of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/ they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to, the Acquisition Agreement and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Consideration Shares and the Whitewash Waiver, as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.”

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

Hong Kong, 28 April 2015

Registered office:

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Cayman Islands

Head office and principal place of business in Hong Kong:

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China Overseas Building
139 Hennessy Road
Wan Chai, Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation shall be entitled to exercise the same powers on behalf of the member of the Company which he or they represent as such member of the Company could exercise.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
3. To be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy thereof must be deposited at the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time fixed for holding the Meeting or adjournment thereof (as the case may be).
4. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. The voting at the Meeting shall be taken by way of poll.

As at the date of this announcement, the Company's Executive Directors are Mr. Jiang Xiong, Mr. Jiang Qing, Mr. Wang De Feng, Ms. Weng Xiu Xia and Mr. Hu Yong; and the Independent Non-Executive Directors are Dr. Loke Yu, Mr. Heng Ja Wei and Ms. Sun Guo Li.