
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Fire Safety Enterprise Group Limited (the “**Company**”), you should at once hand this circular to the purchasers or the transferees or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchasers or the transferees.

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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)

**GENERAL MANDATES TO ISSUE SECURITIES AND REPURCHASE SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED CHANGE OF AUDITOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 3 to 6 of this circular.

This circular includes particulars given in compliance with the Rules Governing the Listing of Securities on the Stock Exchange for the purpose of giving information with regard to China Fire Safety Enterprise Group Limited. The Directors of China Fire Safety Enterprise Group Limited collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

The notice convening the Annual General Meeting of the Company to be held at Falcon Room II, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on 6 June 2018 (Wednesday) at 4:00 p.m., is set out in this circular. Whether or not you propose to attend the Annual General Meeting, you are requested to complete the proxy form and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the meeting. Completion and delivery of the proxy form will not preclude you from attending and voting at the Annual General Meeting if you so wish.

This circular is available for viewing on the website of the Stock Exchange at www.hkexnews.hk as well as the website of the Company (www.chinafire.com.cn).

30 April 2018

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Introduction	3
General Mandate to Issue Securities	4
General Mandate to Repurchase Shares	4
Re-election of Retiring Directors	5
Proposed Change of Auditor	5
Annual General Meeting	6
Recommendation	6
Appendix I – Explanatory Statement	7
Appendix II – Biographies of retiring and re-electing Directors	10
Notice of Annual General Meeting	14

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Acquisition Circular”	the circular of the Company dated 15 March 2018 in relation to, amongst other things, (1) very substantial acquisition, connected transaction and the Special Deal; (2) proposed issue of the Consideration Shares, the Convertible Bonds and the Subscription Shares under the Specific Mandate; (3) proposed increase of authorized capital; (4) application for the Whitewash Waiver; and (5) proposed change of Company name;
“Annual General Meeting” or “AGM”	means the annual general meeting of the Company to be held on 6 June 2018 (Wednesday) at 4:00 p.m., at Falcon Room II, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong, a notice of which is set out on pages 14 to 17 of this circular;
“Audit Committee”	audit committee of the Company;
“Board”	means the board of Directors of the Company for the time being or (as the context may require) the majority of Directors (including the independent non-executive Directors) of the Company present and voting at any meeting of the board of Directors of the Company duly convened or a duly authorised committee thereof;
“CIMC”	China International Marine Containers (Group) Co., Ltd., the Controlling Shareholder of the Company, indirectly holds 51% of the issued share capital of the Company as at the Latest Practicable Date;
“CIMC Group”	CIMC and its subsidiaries;
“Companies Law”	means Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands;
“Company”	means China Fire Safety Enterprise Group Limited;
“Connected Person”	have the meaning ascribed to it under the Listing Rules;
“Controlling Shareholder”	have the meaning ascribed to it under the Listing Rules;
“Directors”	means the Directors of the Company;
“Group”	means the Company and its subsidiaries;
“HK\$”	means Hong Kong dollars, the lawful currency of Hong Kong;

DEFINITIONS

“Latest Practicable Date”	means 24 April 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange;
“Proposed Conversion Shares”	1,500,000,000 Shares to be issued and allotted by the Company to Sharp Vision Holdings Limited upon their exercise of the conversion rights attaching to the convertible bonds in the principal amount of RMB466,650,000 issued by the Company, details of which have been set out in the Acquisition Circular;
“PwC”	PricewaterhouseCoopers;
“Repurchase Mandate”	means a general mandate, which is proposed to be adopted by an ordinary resolution of the Shareholders at the AGM, to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing such resolution;
“RSM”	RSM Hong Kong;
“SFO”	means the Securities and Futures Ordinance;
“Share(s)”	means share(s) of HK\$0.01 each (or of such other nominal amount as shall result from a sub-division, a consolidation, a re-classification or a re-construction of such shares from time to time) in the capital of the Company;
“Shareholder(s)”	means holder(s) of the Share(s) from time to time;
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited;
“Subscriber”	State-Owned Enterprise Structural Adjustment China Merchants Buyout Fund (Limited Partnership) (深圳國調招商併購股權投資基金合夥企業(有限企業)), a limited partnership established in the PRC;
“Subscription Shares”	673,225,000 new Shares to be issued and allotted by the Company to the Subscriber, pursuant to the subscription agreement dated 6 February 2018 entered into between the Company and the Subscriber, details of which have been set out in the Acquisition Circular;
“Substantial Shareholder”	means a person who is entitled to exercise or control the exercise of 10% or more of the voting power at any general meeting of the Company; and
“Takeovers Code”	means the Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission of Hong Kong from time to time.

LETTER FROM THE BOARD



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)

Non-executive Directors:

Li Yin Hui (*Chairman*)

Yu Yu Qun

Robert Johnson

Executive Directors:

Jiang Xiong (*Honorary Chairman*)

Zheng Zu Hua

Luan You Jun

Independent non-executive Directors:

Loke Yu

Heng Ja Wei

Ho Man

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head office and principal place
of business in Hong Kong:*

Units A-B, 16th Floor

China Overseas Building

139 Hennessy Road

Wan Chai, Hong Kong

Principal place of business in the PRC:

No. 8, Section 1, Xin Hua Road

Chengdu Cross-Straits Technological
Industry Park

Wenjiang District

Chengdu City

Sichuan Province, PRC

30 April 2018

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SECURITIES AND REPURCHASE SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED CHANGE OF AUDITOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM. These include, amongst other resolutions relating to (i) the renewal of the general mandate to issue securities of the Company; (ii) the renewal of the general mandate to repurchase Shares; (iii) the re-election of retiring Directors; and (iv) the proposed change of auditor of the Company.

LETTER FROM THE BOARD

This circular contains the explanatory statement in connection with the proposed resolutions for the approval of the renewal of the general mandates to issue securities and to repurchase Shares in accordance with the Listing Rules and biographies of the retiring and re-electing Directors.

GENERAL MANDATE TO ISSUE SECURITIES

At the AGM, ordinary resolutions will be proposed to grant a general mandate to the Directors to allot, issue and otherwise deal with securities of the Company not exceeding the sum of 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing such resolution and the aggregate nominal amount of the shares repurchased under the Repurchase Mandate.

At the Latest Practicable Date, the issued share capital of the Company comprised 11,548,679,470 Shares. Subject to passing of the resolution approving the general mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the general mandate to allot, issue and otherwise deal with not exceeding 2,309,735,894 Shares, representing 20% of the total issued share capital of the Company.

As set out in the Acquisition Circular, it is expected that 673,225,000 Subscription Shares and 1,500,000,000 Proposed Conversion Shares are to be issued after the Latest Practicable Date and prior to the AGM, giving rise to a total of 13,721,904,470 Shares in the issued share capital of the Company. In case that the Subscription Shares and the Proposed Conversion Shares are issued prior to the AGM, subject to passing of the resolution approving the general mandate and on the basis that other than the 673,225,000 Subscription Shares and the 1,500,000,000 Proposed Conversion Shares, no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the general mandate to allot, issue and otherwise deal with not exceeding 2,744,380,894 Shares, representing 20% of the total issued share capital of the Company.

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will also be proposed to grant the Repurchase Mandate to the Directors. The explanatory statement, required by the Listing Rules to be sent to the Shareholders, is set out in the Appendix I to this circular, which contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution for the Repurchase Mandate.

The Repurchase Mandate will expire whichever is the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable law of Cayman Islands to be held; and (c) the date on which the authority given is revoked or varied by an ordinary resolution of the Shareholders.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 87 of the articles of association of the Company, Mr. Jiang Xiong, Mr. Zheng Zu Hua and Dr Loke Yu shall retire from office at the conclusion of AGM and, being eligible, offer themselves for re-election.

The nomination committee of the Company has assessed the independence of all the independent non-executive Directors in particular, Dr. Loke Yu, who has served the Board for more than eleven years. Dr. Loke does not have any management role in the Company and its subsidiaries since his appointment. He has expressed his willingness clearly to exercise independent judgement and has been giving objective views to the Company. There is no evidence that length of tenure is having an unfavourable influence on his independence. The Board is satisfied that, as well proven by the valuable independent judgement and advice given by Dr. Loke over the years, Dr. Loke has the required character, integrity, independence and experience to perform the role of an independent non-executive Director. The Board is not aware of any circumstances that might influence Dr. Loke in exercising his independent judgement and therefore believes he is still independent and should be re-elected at the AGM.

Brief biographical details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

PROPOSED CHANGE OF AUDITOR

As disclosed in the announcement of the Company dated 26 April, 2018, RSM will retire as the auditor of the Company at the conclusion of the AGM and will not seek re-appointment. The Board has resolved, with the recommendation of the Audit Committee, to propose the appointment of PwC as auditor of the Company following the retirement of RSM, subject to approval by the Shareholders at the AGM.

PwC is the auditor of CIMC. The Board is of the view that the appointment of PwC would align the audit arrangements between the Company and CIMC and would enhance the efficiency of the audit works which would be in the best interest of the Company as well as the Shareholders as a whole.

RSM has confirmed that there are no matters connected with its retirement which it considered should be brought to the attention of the Shareholders. The Board and the Audit Committee confirm that there are no disagreements or unresolved issues between the Company and RSM, and there are no other matters in respect of the proposed change of auditor that need to be brought to the attention of the Shareholders.

A resolution will proposed at the AGM to appoint PwC as the auditor of the Company.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The Notice of AGM is set out on pages 14 to 17 of this circular. A proxy form for use at the AGM is enclosed. Whether or not you propose to attend the AGM, you are requested to complete the proxy form and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the meeting. Completion and delivery of the proxy form will not preclude you from attending and voting at the AGM if you so wish.

The ordinary resolutions to approve the general mandate to issue securities, the Repurchase Mandate, the re-election of retiring Directors and the appointment of auditor will be proposed at the AGM.

RECOMMENDATION

The relevant resolutions for the aforesaid are set out in the notice of the AGM, which is set out on pages 14 to 17 to this circular. The Directors are of the opinion that (i) the renewal of general mandates to issue securities, (ii) the renewal of the Repurchase Mandate, (iii) the re-election of the retiring Directors and (iv) the proposed change of auditor of the Company, are in the best interests of the Company and the Shareholders and therefore recommend you to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
By Order of the Board
China Fire Safety Enterprise Group Limited
Li Yin Hui
Chairman

This is an explanatory statement given to all Shareholders relating to the resolution to be proposed at the AGM approving the Repurchase Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) of the Listing Rules.

1. EXERCISE OF THE REPURCHASE MANDATE

At the Latest Practicable Date, the issued share capital of the Company comprised 11,548,679,470 Shares. Subject to passing of the resolution approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 1,154,867,947 Shares, representing 10% of the total issued share capital of the Company.

As set out in the Acquisition Circular, it is expected that 673,225,000 Subscription Shares and 1,500,000,000 Proposed Conversion Shares are to be issued after the Latest Practicable Date and prior to the AGM, giving rise to a total of 13,721,904,470 Shares in the issued share capital of the Company. In case that the Subscription Shares and the Proposed Conversion Shares are issued prior to the AGM, subject to passing of the resolution approving the Repurchase Mandate and on the basis that other than the 673,225,000 Subscription Shares and the 1,500,000,000 Proposed Conversion Shares, no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 1,372,190,447 Shares, representing 10% of the total issued share capital of the Company.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to have a general authority from Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association, the Listing Rules and the applicable laws and regulations of the Cayman Islands and Hong Kong. The laws of the Cayman Islands provides that the amount of capital repaid in connection with a share repurchase may only be paid out of the profit of the Company or the proceeds of a fresh issue of shares made for such purpose, or if so authorized by its articles of association and subject to the provisions of the Companies Law, out of capital. The amount of premium payable on repurchase may only be paid out of the profit of the Company or out of the share premium account of the Company, or if so authorized by its articles of association and subject to the provisions of the Companies Law, out of capital. The Company will not repurchase Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its audited consolidated financial statements for the year ended 31 December 2017) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing level which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months and up to the Latest Practicable Date prior to the printing of this circular were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2017		
April	0.400	0.350
May	0.475	0.390
June	0.420	0.365
July	0.445	0.375
August	0.495	0.385
September	0.485	0.420
October	0.495	0.430
November	0.485	0.400
December	0.510	0.360
2018		
January	0.410	0.350
February	0.405	0.355
March	0.405	0.360
April (up to the Latest Practicable Date)	0.410	0.350

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the memorandum and articles of association of the Company and the applicable laws of the Cayman Islands.

6. DISCLOSURE OF INTEREST

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates, has a present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

7. GENERAL

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code) could, depending on the level of increase of the Shareholder's interests, obtain or consolidate control of the Company and then becomes obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO, so far as the Directors are aware, no Shareholder or a group of Shareholders acting in concert may become obliged to make a mandatory offer under Rule 26 of the Takeover Code in the event that the Repurchase Mandate is exercised in full. The exercise of the Repurchase Mandate in full may result in the number of Shares held by the public falling below 25% as required by Rule 8.08 of the Listing Rules. The Directors have no present intention to exercise the Repurchase Mandate to the extent that less than 25% of Shares are held by the public.

8. SHARE PURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company during the six months preceding the date of this circular, whether on the Stock Exchange or otherwise.

Mr. Jiang Xiong, aged 51, was appointed as an executive Director on 19 February 2002. He is also the Honorary Chairman of the Company. Mr. Jiang has over 22 years' experience in the fire services and maintenance industry in the PRC. In April 1996, he was awarded the title "Fuzhou Outstanding Entrepreneur" (福州市優秀私營企業家). In May 1996, Mr. Jiang was awarded one of the "Ten Most Outstanding Youths in Fuzhou" and in November 1997, he was appointed as "member of the Ninth Standing Committee of Fuzhou City People's Political Consultative Conference" (中國人民政治協商會議第九屆福建省福州市常務委員會委員). In May 1999, he was given the award of "Fujian Outstanding Entrepreneur" (福建省優秀青年企業家). In November 2001, he was appointed as vice-secretary-general of Fire Committee of International Police Foundation (世界警察基金會消防行業委員會副秘書長), a non-profit organisation for the promotion of police goodwill and development of police science. Mr. Jiang is a qualified engineer in the PRC and obtained the qualification of senior economist from the Human Resources Office of Fujian Provincial Government (福建省人事廳) in January 2004. Mr. Jiang was appointed as vice-president of Fujian Overseas Exchanges Association (福建省海外交流協會) in June 2013; as the executive president of Council of World Fujian Youth Association (世界福建青年聯合會) in November 2013; as the overseas committee member of Fujian Province Committee of the Chinese People's Political Consultative Conference (福建省政協海外列席委員) in 2014 and as the startup consultant of China (Fujian) Pilot Free Trade Zone (福建自貿試驗區第一批企業創新顧問專家) in 2015.

Mr. Jiang has not entered into any service agreement with the Company. He has no fixed service terms but is subject to retirement by rotation in accordance with the Company's articles of association. Mr. Jiang is entitled to an annual emoluments of HK\$1,500,000. Mr. Jiang beneficially owns 981,600,000 Shares, representing 8.5% of the issued share capital of the Company as at the Latest Practicable Date. Besides, he has 4,000,000 options granted to him pursuant to the Company's share option scheme (details of the options granted are shown in the section "Share options held by the retiring and re-electing Director" on page 13). Mr. Jiang is Mr. Robert Johnson's father, a non-executive Director of the Company. He is also a younger brother of Mr. Jiang Qing, the Chief Business Development Officer of the Company. Save as disclosed, he has no relationship with any Directors, senior management, management shareholders, Substantial Shareholders or Controlling Shareholders of the company. Apart from the Company, Mr. Jiang did not hold any directorship in any listed public company in the last three years.

There is no information relating to Mr. Jiang that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed above, the Company is not aware of any matters that need to be brought to the attention of shareholders in relation to the re-election of Mr. Jiang as a Director.

Mr. Zheng Zu Hua, aged 54, was appointed as a non-executive Director of the Company on 29 July 2015 and re-designated to executive Director and Chief Executive Officer on 5 April 2016. Mr. Zheng is the Chairman of the risk management committee of the Company. Mr. Zheng is (i) a member of the execution board and the general manager of the airport sector management committee of CIMC; (ii) the vice-chairman of the supervisory board of Ziegler; (iii) the chairman of Shenzhen CIMC-Tianda Airport Support Ltd. (“Shenzhen CIMC-Tianda”), one of the world’s biggest manufacturers of passengers boarding bridge, and that of a number of other enterprises in CIMC’s airport sector; and (iv) a non-executive-chairman (former executive director and chief executive officer) of Pteris Global Limited, a company whose share were delisted from the Singapore Stock Exchange on 7 September 2016. Mr. Zheng has over 30 years’ experience in the field of engineering and machinery manufacturing. He has been working for CIMC for over 29 years. He was instrumental in Shenzhen CIMC-TianDa’s rise to one of the world’s top airport support companies and influential in the establishment of the airport sector of CIMC. Mr. Zheng obtained a Bachelor’s degree in Engineering from the Huazhong University of Science and Technology in 1983 and graduated from the Post-graduate in Mechanical Engineering of the Southwest Jiaotong University in 1987. In addition, he obtained a Master’s degree in Business Administration from the Guanghua School of Management of the Peking University in 2002.

Mr. Zheng has not entered into any service agreement with the Company. He has no fixed service terms but is subject to retirement by rotation in accordance with the Company’s articles of association. Mr. Zheng has no interest in the Shares of the Company within the meaning of Part XV of the SFO. Apart from being an employee of CIMC, the Controlling Shareholder of the Company, Mr. Zheng has no relationship with any Directors, senior management, management shareholders, Substantial Shareholders, or Controlling Shareholders of the Company. Saved as disclosed, Mr. Zheng did not hold any directorship in listed public companies in the last three years other than in the Company.

There is no information relating to Mr. Zheng that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Saved as disclosed above, the Company is not aware of any matters that need to be brought to the attention of the Shareholders in relation to the re-election of Mr. Zheng as a Director.

Dr. Loke Yu, aged 68, was appointed an independent non-executive director on 1 August 2006. He is the chairman of the audit committee and remuneration committee of the Company. Dr. Loke has over 40 years of working experience in accounting and auditing for private and public companies, financial consultancy and corporate management. He holds a Master of Business Administrative Degree from Universiti Teknologi Malaysia and a Doctor of Business Administrative Degree from University of South Australia. He is a Fellow of The Institute of Chartered Accountants in England and Wales; Hong Kong Institute of Certified Public Accountants and The Hong Kong Institute of Directors. Dr. Loke is also an Associate member of The Hong Kong Institute of Chartered Secretaries.

In addition to his directorship in the Company, Dr Loke also serves as an independent non-executive director of the following companies whose shares are listed on the stock Exchange: Chiho Environmental Group Limited, China Beidahuang Industry Group Holdings Limited, China Household Holdings Limited, Forebase International Holdings Limited, Hang San (Siu Po) International Holding Company Limited, Hong Kong Resources Holdings Company Limited, Lamtex Holdings Limited, Martix Holdings Limited, SCUD Group Limited, Tianhe Chemicals Group Limited, Tianjin Development Holdings Limited, V1 Group Limited, Zhenro Properties Group Limited and Zhong An Real Estate Limited. Dr. Loke was an independent non-executive director of Mega Medical Technology Limited from June 2014 to January 2017; an independent non-executive director of Winfair Investment Company Limited from April 2007 to April 2018. He had been the Company Secretary of Minth Group Limited up to 7 February 2018. Save as disclosed, Dr. Loke did not hold any directorship in any listed public companies in the last three years.

Dr. Loke has not entered into any service agreement with the Company. He has no fixed service terms but is subject to retirement by rotation in accordance with the Company's articles of association. The director's emoluments, which are determined based on the estimated time to be spent by him on the Company's matters, are HK\$240,000 per annum. As at Latest Practicable Date, Dr. Loke holds 4,000,000 options granted by the Company under the share option scheme (details of the options granted are shown in the section "Share options held by the retiring and re-electing Directors" on page 13). Dr. Loke is a brother-in-law of Mr. Heng Ja Wei's father. Save as disclosed, he has no interest in the shares of the Company within the meaning of Part XV of the SFO and has no relationships with any Directors, senior management, management shareholders, Substantial Shareholders, or Controlling Shareholders of the Company. Dr. Loke has confirmed his independency pursuant to Rule 3.13 of the Listing Rules.

There is no information related to Dr. Loke that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed above, the Company is not aware of any matters that need to be brought to the attention of shareholders in relation to the re-election of Dr. Loke as a Director.

APPENDIX II BIOGRAPHIES OF RETIRING AND RE-ELECTING DIRECTORS

Share options held by the retiring and re-electing Director

Name of Director	Date of grant	Granted	Outstanding at the Latest Practicable Date	Exercise prices (HKD)	Percentage of issued share capital of the Company at the Latest Practicable Date
Mr. Jiang Xiong	26 August 2015	4,000,000	4,000,000	0.42	0.035%
Dr. Loke Yu	26 August 2015	4,000,000	4,000,000	0.42	0.035%

The options granted were all vested on 11 July 2017 and will be valid for 10 years from 26 August 2015 to 25 August 2025 (both dates inclusive).

NOTICE OF ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN that the Annual General Meeting of China Fire Safety Enterprise Group Limited (the “Company”) will be held at Falcon Room II, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on 6 June 2018 (Wednesday) at 4:00 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries (together, the “Group”) and the report of the Directors and auditor for the year ended 31 December 2017;
2. To re-elect retiring Directors of the Company (the “Directors”) and authorise the board of Directors (the “Board”) to fix their remuneration;
3. To appoint PricewaterhouseCoopers as auditor of the Company and authorise the Board to fix their remuneration; and

by way of special business, to consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution:

ORDINARY RESOLUTIONS

4. **“THAT:**
 - (a) subject to paragraph (c) of this Resolution, the Directors be and are hereby granted an unconditional general mandate to exercise during the Relevant Period (as hereinafter defined in this Resolution) all the power of the Company to allot, issue and deal with additional shares in the Company (the “Shares”) and to allot, issue or grant securities convertible or exchangeable into Shares, or options, warrants similar rights to subscribe for acquire Shares or such convertible or exchangeable securities, and to make or grant offers, agreements and options in respect thereof;
 - (b) the mandate referred to in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such power after the end of the Relevant Period;
 - (c) the aggregate nominal amount of share capital of the Company allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) by the Directors pursuant to the mandate referred to in paragraph (a), otherwise than pursuant to:

NOTICE OF ANNUAL GENERAL MEETING

- (i) a Rights Issue;
- (ii) the exercise of rights of subscription or conversion under the terms of any options, warrants or similar rights or convertible securities issued by the Company or any securities which are convertible or exchangeable into Shares;
- (iii) the exercise of the subscription rights under options granted under any option scheme or similar arrangement of the Company for the time being adopted for the grant or issue to officers or employees of the Company or any of its subsidiaries or any eligible participants under such scheme or arrangement of Shares or rights to acquire Shares; or
- (iv) any scrip dividend or similar arrangement providing for the allotment and issue of Shares or other securities of the Company in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company,

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the said approval in paragraph (a) of this Resolution shall be limited accordingly;

- (d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution up to:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting, whichever is the earliest; and

“Rights Issue” means an offer of Shares or other securities of the Company open for a period fixed by the Directors to holders of Shares registered on the register of shareholders of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may in their absolute discretion deem necessary, desirable or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

5. **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors all powers of the Company during the Relevant Period (as hereinafter defined in this Resolution) to repurchase its own shares (the “Shares”), be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be repurchased by the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and the Exchange for this purpose pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution up to:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting, whichever is the earliest.”

6. **“THAT** conditional upon the passing of Ordinary Resolutions No. 4 and 5 set out in the notice, of which this Resolution forms part, the aggregate nominal amount of share capital of the Company that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to and in accordance with the mandate granted under Ordinary Resolution No. 4 be and is hereby increased and extended by the addition thereto of the aggregate nominal amount of the shares in the Company repurchased by the Company pursuant to and in accordance with the mandate granted under Ordinary Resolution No. 5 since the granting of such repurchase mandate, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution.”

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

Hong Kong, 30 April 2018

NOTICE OF ANNUAL GENERAL MEETING

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and principal place of business in Hong Kong:

Units A-B, 16th Floor
China Overseas Building
139 Hennessy Road
Wan Chai
Hong Kong

Principal place of business in the PRC:

No. 8, Section 1, Xin Hua Road
Chengdu Cross-Straits Technological Industry Park
Wenjiang District
Chengdu City
Sichuan Province, PRC

Notes:

1. A shareholder of the Company entitled to attend and vote at the Annual General Meeting convened is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
2. In case of a joint holding, the form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
3. To be valid, the form of proxy together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending and voting in person.
4. The register of members of the Company will be closed from Friday, 1 June 2018 to Wednesday, 6 June 2018 (both days inclusive) for determining Shareholders' entitlement to attend and vote at this Annual General Meeting, during which no transfer of Shares will be registered. In order to qualify for attending and voting at this Annual General Meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 31 May 2018.
5. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 12:00 noon on the date of the meeting, the meeting will be postponed. The Company will publish an announcement on the website of the Company at www.chinafire.com.cn and on the website of the Stock Exchange at www.hkexnews.hk to notify the Company's shareholders of the date, time and venue of the rescheduled meeting.
6. A form of proxy for the meeting is enclosed with this circular.