
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 the Company, you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

PROPOSAL FOR PAYMENT OF INTERIM DIVIDENDS OUT OF SHARE PREMIUM ACCOUNT AND NOTICE OF EXTRAORDINARY GENERAL MEETING

Capitalised terms used on this cover shall have the same meanings as those defined in this circular, unless the context requires otherwise. A letter from the Board is set out on pages 3 to 6 of this circular. A notice convening the EGM to be held at Units A-B, 16/F, China Overseas Building, 139 Hennessy Road, Wan Chai, Hong Kong on Wednesday, 24 June 2015 at 3:00 p.m. is set out on pages 7 to 8 of this circular.

Whether or not you are able to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

8 June 2015

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DEFINITIONS

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

“2014 Annual Report”	the audited annual report of the Group for the financial year ended 31 December 2014
“Board”	the board of Directors
“Company”	China Fire Safety Enterprise Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“Companies Law”	the Companies Law of the Cayman Islands, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended from time to time
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be held on Wednesday, 24 June 2015 (or any adjournment thereof) at 3:00 p.m. at Units A-B, 16/F, China Overseas Building, 139 Hennessy Road, Wan Chai, Hong Kong to consider and approve the proposed payment of the Interim Dividends out of the Share Premium Account
“EGM Notice”	the notice convening the EGM set out on pages 7 to 8 of this circular
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Interim Dividends”	the interim dividend of HK3 cents per Share recommended by the Board
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share Premium Account”	the share premium account of the Company, the amount standing to the credit of which was approximately RMB646,363,000 (equivalent to approximately HK\$807,953,750) as at 31 December 2014 based on the 2014 Annual Report
“Shares”	shares of HK\$0.01 each in the capital of the Company

DEFINITIONS

“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

In this circular, amounts in RMB are translated into HK\$ on the basis of RMB1 = HK\$1.25. The conversion rate is for illustration purpose only and should not be taken as a representation that RMB could actually be converted into HK\$ at the rate or at all.

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)

Executive Directors:

Mr. Jiang Xiong
Mr. Jiang Qing
Mr. Wang De Feng
Ms. Weng Xiu Xia
Mr. Hu Yong

Registered office:

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

Independent non-executive Directors:

Dr. Loke Yu
Mr. Heng Ja Wei
Ms. Sun Guo Li

Head office and principal place

of business in Hong Kong:
Units A-B, 16/F
China Overseas Building
139 Hennessy Road
Wan Chai
Hong Kong

8 June 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSAL FOR PAYMENT OF INTERIM DIVIDENDS
OUT OF SHARE PREMIUM ACCOUNT
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with, among other things, details of (i) the payment of Interim Dividends out of Share Premium Account; and (ii) to give you notice of the EGM.

PAYMENT OF INTERIM DIVIDENDS OUT OF SHARE PREMIUM ACCOUNT

As announced by the Company on 5 June 2015, the Board recommended an interim dividend of HK3 cents per Share, subject to the approval of Shareholders at the EGM of such payment of Interim Dividends mentioned above. The Interim Dividends are intended to be paid entirely out of the Share Premium Account subject to the approval of Shareholders at the EGM and in accordance with the Companies Law and the articles of association of the Company.

LETTER FROM THE BOARD

As at 31 December 2014, based on the 2014 Annual Report, the amount standing to the credit of the Share Premium Account was approximately RMB646,363,000 (equivalent to approximately HK\$807,953,750). The Board proposed to use an amount of approximately RMB68,520,000 (equivalent to approximately HK\$85,650,000) standing to the credit of the Share Premium Account for the payment of the Interim Dividends. Following such payment there will be a remaining balance of approximately RMB577,843,000 (equivalent to approximately HK\$722,303,750) standing to the credit of the Share Premium Account.

(1) Reasons for the payment of Interim Dividends out of the Share Premium Account

The Board considers it unnecessary to maintain the Share Premium Account at its current level. The Board believes that the use of approximately RMB68,520,000 (equivalent to approximately HK\$85,650,000) from the Share Premium Account for the payment of the Interim Dividends is beneficial to the Company and the Shareholders as a whole.

(2) Effect of the payment of Interim Dividends out of Share Premium Account

The implementation of the payment of Interim Dividends out of Share Premium Account does not involve any reduction in the authorised or issued share capital of the Company nor does it involve any reduction in the nominal value of the Shares or the trading arrangements concerning the Shares.

The payment of Interim Dividends out of Share Premium Account will not affect the underlying business, operations or management of the Company or the proportionate interests of the Shareholders, other than related expenses incurred which are immaterial. Save as the aforesaid expenses, the Directors consider that the payment of Interim Dividends out of Share Premium Account will not have a material adverse effect on the financial position of the Company.

(3) Conditions of the payment of Interim Dividends out of the Share Premium Account

The payment of the Interim Dividends out of the Share Premium Account is conditional upon, inter alia, the following being fulfilled:

- (a) the passing of an ordinary resolution by the Shareholders to approve the payment of the Interim Dividends out of the Share Premium Account; and
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, and immediately after the Interim Dividends are paid will be, unable to pay its liabilities as they become due in the ordinary course of business.

LETTER FROM THE BOARD

(4) Payment of Interim Dividends out of the Share Premium Account

The Interim Dividends are payable on or around 31 July 2015 to the Shareholders whose names appear on the register of members of the Company on Tuesday, 30 June 2015, being the record date for determination of entitlement to the Interim Dividends. In order to qualify for the Interim Dividends, 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 Monday, 29 June 2015.

The register of members of the Company will be closed on Tuesday, 30 June 2015 in order to determine the Shareholders' entitlements to the Interim Dividends, during which no transfer of Shares will be registered.

The expected timetable for the Interim Dividends is as follows:

Events	Date
Latest time for the Shareholders to lodge transfer documents to the share registrar in order to qualify for attending and voting at the EGM	4:30 p.m. on Friday, 19 June 2015
Closure of the register of members (to qualify for attending and voting at the EGM)	Monday, 22 June 2015 to Wednesday, 24 June 2015 (both days inclusive)
EGM	Wednesday, 24 June 2015
Interim Dividends ex-entitlement date	Friday, 26 June 2015
Latest time for the Shareholders to lodge transfer documents to the share registrar in order to qualify for receiving the Interim Dividends	4:30 p.m. on Monday, 29 June 2015
Record date for the Interim Dividends	Tuesday, 30 June 2015
Closure of the register of members (to qualify for receiving the Interim Dividends)	Tuesday, 30 June 2015
Upon the Shareholders' approval of the payment of the Interim Dividends at the EGM, the payment date of the Interim Dividends	Friday, 31 July 2015

EGM

A notice convening the EGM to be held at Units A-B, 16/F, China Overseas Building, 139 Hennessy Road, Wan Chai, Hong Kong on Wednesday, 24 June 2015 at 3:00 p.m. is set out on pages 7 to 8 of this circular.

LETTER FROM THE BOARD

In order to qualify for attending and voting at the EGM, 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 Friday, 19 June 2015.

The register of members of the Company will be closed from Monday, 22 June 2015 to Wednesday, 24 June 2015 (both days inclusive) for determining Shareholders' entitlement to attend and vote at the EGM, during which no transfer of Shares will be registered.

Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to 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 as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

Pursuant to the Listing Rules, the voting on the resolution to approve the proposed payment of the Interim Dividends at the EGM will be conducted by way of poll. Thus, the Chairman of the EGM will demand a poll in accordance with the articles of association of the Company to vote on the resolution at the EGM. An announcement will be made by the Company after the EGM on the results of the EGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the proposed payment of the Interim Dividends out of the Share Premium Account is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders to vote in favour of the relevant resolution as set out in the EGM Notice at the EGM.

GENERAL

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the EGM.

Yours faithfully
For and on behalf of the Board of
China Fire Safety Enterprise Group Limited
Li Ching Wah
Company Secretary

NOTICE OF EXTRAORDINARY 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 OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of China Fire Safety Enterprise Group Limited (the “Company”) to be held at Units A-B, 16/F, China Overseas Building, 139 Hennessy Road, Wan Chai, Hong Kong on Wednesday, 24 June 2015 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT**

- (a) the declaration and payment of an interim dividend of HK3 cents per ordinary share (the “**Interim Dividends**”) of the Company out of the share premium account of the Company to the shareholders of the Company whose names appear on the register of members of the Company on 30 June 2015, being the record date for determination of entitlement to the Interim Dividends, be and is hereby approved; and
- (b) any director of the Company be and is hereby authorised to take such action, do such things and execute such further documents as the director may at his/her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Interim Dividends.”

Yours faithfully

For and on behalf of the Board of

China Fire Safety Enterprise Group Limited

Li Ching Wah

Company Secretary

Hong Kong, 8 June 2015

NOTICE OF EXTRAORDINARY 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, 16 Floor
China Overseas Building
No 139 Hennessy Road
Wanchai, 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 EGM. 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 certified copy thereof must be deposited at the Company's branch share registrar and transfer office, 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 EGM 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 EGM shall be taken by way of poll.
7. The register of members of the Company will be closed from Monday, 22 June 2015 to Wednesday, 24 June 2015 (both days inclusive) for determining Shareholders' entitlement to attend and vote at the EGM, during which no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, 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 Friday, 19 June 2015.

As at the date of this notice, the 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.