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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)**

### **GRANT OF SHARE OPTIONS**

This announcement is made pursuant to Rule 17.06A of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board of Directors (the “**Board**”) of China Fire Safety Enterprise Group Limited (the “**Company**”) hereby announces that, on 26 August 2015 (the “**Date of Grant**”), the Board had resolved to grant a total of 115,625,000 share options (the “**Share Options**”) to certain eligible persons (the “**Grantees**”) to subscribe for a total of 115,625,000 ordinary shares of HKD0.10 each in the share capital of the Company (the “**Share(s)**”) pursuant to the share option scheme adopted by the Company on 29 May 2009, subject to the acceptance of the Grantees.

Details of the Share Options are as follows:

Date of Grant : 26 August 2015

Exercise price of the Share Options : HKD0.42 per Share, which is the highest of:

- (i) the closing price of HKD0.365 per Share as stated in the Stock Exchange’s daily quotation sheet on the Date of Grant;
- (ii) the average closing price of HKD0.42 per Share as stated in the Stock Exchange’s daily quotation sheet for the five business days immediately preceding the Date of Grant; and
- (iii) the nominal value of HKD0.10 per Share.

Number of the Share Options granted : 115,625,000 Share Options, each Share Option shall entitle the holder of the Share Option to subscribe for one Share

Closing price of the Shares on the Date of Grant : HKD0.365 per Share

Validity period of the Share Options : 10 years from 26 August 2015 to 25 August 2025 (both dates inclusive)

Vesting condition and exercise period of the Share Options : The Share Options shall be vested on the earliest of the following dates:

- (i) the first business day after the second anniversary of 10 July 2015, being the date on which China International Marine Containers (Group) Co., Ltd. (“**CIMC**”) first becoming the controlling shareholder (as defined under the Listing Rules) of the Company;
- (ii) the first business day after the day on which CIMC disposed of any number of Shares it held such that its shareholdings in the Company will decrease to below 30%; and
- (iii) the first business day after the day on which CIMC’s shareholdings in the Company increased to an extent that the exercise of the Share Options will not dilute its shareholdings in the Company to below 30%,

and are fully exercisable from such date to 25 August 2025 (both dates inclusive).

Among the 115,625,000 Share Options granted, 42,000,000 Share Options were granted to the Directors, chief executive and substantial shareholder (as defined under the Listing Rules) of the Company. Details of the Grantees are as follows:

<i>Grantees</i>	<i>Position held with the Company</i>	<i>Number of Share Options granted</i>
Mr. Jiang Xiong (“ <b>Mr. Jiang</b> ”)	Executive Director, Honorary Chairman and a substantial shareholder (as defined under the Listing Rules) of the Company	4,000,000
Mr. Jiang Qing	Executive Director and Chief Executive Officer	28,000,000
Dr. Loke Yu (“ <b>Dr. Loke</b> ”)	Independent non-executive Director	4,000,000
Mr. Heng Ja Wei (“ <b>Mr. Heng</b> ”)	Independent non-executive Director	4,000,000
Mr. Ho Man (“ <b>Mr. Ho</b> ”)	Independent non-executive Director	2,000,000
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		42,000,000
Other employees		73,625,000
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Total		115,625,000
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Each grant of the Share Options to the above Directors, chief executive and substantial shareholder (as defined under the Listing Rules) of the Company has been approved by the independent non-executive Directors pursuant to Rule 17.04(1) of the Listing Rules (save and except for the relevant independent non-executive Directors who is the Grantee whom has abstained from voting towards the respective resolutions in relation to the grant of Share Options to himself) on 26 August 2015.

Save as disclosed above, none of the Grantees is a director, chief executive or substantial shareholder (as defined under the Listing Rules) of the Company, or any of their respective associates (as defined under the Listing Rules).

Given that (a) the grant of Share Options to each of the Grantees will not result in the Shares issued and to be issued upon exercise of all Share Options already granted and to be granted (including Share Options exercised, cancelled and outstanding) to each of the Grantees collectively in the 12-month period up to and including the Date of Grant representing in aggregate over 1% of the Shares in issue pursuant to Rule 17.03(4) of the Listing Rules; and (b) the grant of Share Options to each of Mr. Jiang, Dr. Loke, Mr. Heng and Mr. Ho will not result in the Shares issued and to be issued upon exercise of all Share Options already granted and to be granted (including Share Options exercised, cancelled and outstanding) to each of Mr. Jiang, Dr. Loke, Mr. Heng and Mr. Ho, collectively in the 12-month period up to and including the Date of Grant representing in aggregate over 0.1% of the Shares in issue and having an aggregate value, based on the closing price of the Shares at the Date of Grant, in excess of HKD5 million pursuant to Rule 17.04(1) of the Listing Rules, the grant of Share Options to each of the Grantees is not required to be approved by the shareholders of the Company at general meeting.

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

*As at the date of this announcement, the Company's Directors are as follows:*

<i>Mr. Li Yin Hui</i>	<i>Chairman and Non-executive Director</i>
<i>Mr. Jiang Xiong</i>	<i>Honorary Chairman and Executive Director</i>
<i>Mr. Zheng Zu Hua</i>	<i>Non-executive Director</i>
<i>Mr. Jiang Qing</i>	<i>Executive Director</i>
<i>Mr. Luan You Jun</i>	<i>Executive Director</i>
<i>Dr. Loke Yu</i>	<i>Independent non-executive Director</i>
<i>Mr. Heng Ja Wei</i>	<i>Independent non-executive Director</i>
<i>Mr. Ho Man</i>	<i>Independent non-executive Director</i>

Hong Kong, 26 August 2015