

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 Shanghai Qingpu Fire-Fighting Equipment Co., Ltd. (the “Company”) you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



Shanghai Qingpu Fire-Fighting Equipment Co., Ltd.*

上海青浦消防器材股份有限公司

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 8115)

**PROPOSAL FOR GENERAL MANDATES TO ISSUE SHARES
AND PURCHASE SHARES;
RE-ELECTION OF SUPERVISORS;
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATIONS
AND
NOTICE OF ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting of the Company, to be held at 2/F, Block 4, No. 4621, Jiao Tong Road, PuTuo District, Shanghai, the PRC on Thursday, 30 May 2024 at 11:00 a.m., is set out on pages 19 to 22 of this circular. A form of proxy for use at the Annual General Meeting is enclosed. Whether or not you propose to attend the meeting, 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 H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for holding the Annual General Meeting. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so desire. A reply slip for the purpose of informing the Company whether you will be attending (in person or by proxy) the AGM is also enclosed. You are reminded to complete and sign the reply slip (if you are entitled to attend the AGM) and return the signed slip to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before 9 May 2024 in accordance with the instructions printed there on.

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited 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 in this circular misleading.

This circular will remain on the “Latest Company Announcements” page of the GEM Website for at least 7 days from the date of its posting and on the Company website at www.shanghaiqingpu.com.

* For identification purpose only

CHARACTERISTIC OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Appendix I — Explanatory Statement	8
Appendix II — Details of Supervisors Proposed to be Re-elected	12
Appendix III — Details of Proposed Amendments to The Articles of Association	13
Notice of Annual General Meeting	19
Accompanying Documents — Form of Proxy, Reply Slip	

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 2/F, Block 4, No. 4621, Jiao Tong Road, PuTuo District, Shanghai, the PRC on Thursday, 30 May 2024 at 11:00 a.m.
“Articles”	the articles of association of the Company
“Board”	the board of directors of the Company
“Company”	Shanghai Qingpu Fire-Fighting Equipment Co., Ltd. (上海青浦消防器材股份有限公司), a joint stock limited company incorporated in the PRC with limited liability and the Shares of which are listed on the GEM
“Directors”	the directors of the Company
“GEM”	The GEM of the Stock Exchange
“GEM Listing Rules”	Rules Governing the Listing of Securities on The GEM of the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general mandate to the Directors to exercise the powers of the Company to allot, issue and deal with Shares during the relevant period up to a maximum of 20% of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM
“Latest Practicable Date”	9 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“PRC”	the People’s Republic of China
“Repurchase Mandate”	the general mandate to the Directors to exercise the powers of the Company to repurchase fully paid Shares during the relevant period up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution at the AGM
“SFO”	Securities and Futures Ordinance, Chapter 571, Laws of Hong Kong
“Share(s)”	Share(s) of all classes in the capital of the Company

DEFINITIONS

“Shareholders”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers

LETTER FROM THE BOARD



Shanghai Qingpu Fire-Fighting Equipment Co., Ltd.*
上海青浦消防器材股份有限公司
(a joint stock limited company incorporated in the People's Republic of China)
(Stock Code: 8115)

Executive Directors:

Mr. Zhou Jin Hui (*chairman*)
Mr. Shi Hui Xing
Mr. Zhou Guo Ping

Registered office:

1988 Jihe Road
Hua Xin Town
Qingpu District, Shanghai
People's Republic of China

Independent non-executive Directors:

Mr. Wang Guo Zhong
Mr. Yang Chun Bao
Mr. Song Zi Zhang

*Principal place of business
in Hong Kong:*

Unit 2605, Island Place Tower,
510 King's Road,
North Point,
Hong Kong

12 April 2024

To the Shareholders

Dear Sir/Madam,

**PROPOSAL FOR GENERAL MANDATES TO ISSUE SHARES
AND PURCHASE SHARES;
RE-ELECTION OF SUPERVISORS;
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATIONS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purposes of this circular are to provide you with information regarding the resolutions to be proposed at the AGM for (i) the proposal for the granting of the Issue Mandate and the Repurchase Mandate; (ii) Re-election of supervisors; (iii) details of proposed amendments to the articles of association; and (iv) give you notice of the AGM.

GRANTING OF THE ISSUE MANDATE AND THE REPURCHASE MANDATE

In order to ensure flexibility, the Directors will seek the approval of the Shareholders to grant the Issue Mandate and the Repurchase Mandate at the AGM.

* For identification purpose only

LETTER FROM THE BOARD

Ordinary Resolutions Nos. 5, 6 and 7 as set out in the Notice of AGM will be proposed at the AGM for (i) the Issue Mandate be unconditionally granted to the Directors to issue and dispose of additional Shares not exceeding 20% of the issued share capital of the Company at the date of passing of Ordinary Resolution No. 5 until the next annual general meeting; (ii) the Repurchase Mandate be granted to the Directors to repurchase Shares on the Stock Exchange up to 10% of the issued share capital of the Company at the date of passing of Ordinary Resolution No. 6; and (iii) to increase the aggregate nominal amount of share capital of the Company which the Directors may issue under the Issue Mandate by the aggregate nominal amount of share capital of the Company repurchased under the Repurchase Mandate, the Ordinary Resolution No. 6.

In respect of Ordinary Resolution No. 5, the Directors wish to state that they have no immediate plans to issue any new Shares.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix I to this circular.

The Issue Mandate and the Repurchase Mandate will be valid for the period from the date of passing of the relevant resolutions up to the date of the next annual general meeting of the Company in 2025, or 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 laws and regulations of the PRC to be held, or the revocation or variation of such mandates by an ordinary resolution of the Shareholders in general meeting, whichever of these three events occurs first.

As at the Latest Practicable Date, the issued share capital of the Company comprised 187,430,000 Shares. Subject to the passing of the relevant ordinary resolutions to approve the Issue Mandate and the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed to allot, issue a maximum of 37,486,000 Shares under the Issue Mandate and purchase a maximum of 18,743,000 Shares under the Repurchase Mandate.

RE-ELECTION OF SUPERVISORS

In accordance with article 124 of the Articles, Mr. Liu Jin, Mr. Qiu Ning Song and Mr. Zhao Da Rong will retire as Supervisors by rotation and being eligible, offer themselves for re-election as Supervisors at the AGM.

Particulars of Mr. Liu Jin, Mr. Qiu Ning Song and Mr. Zhao Da Rong are set out in Appendix II to this Circular.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

The Directors proposed to amend the Articles of Association of the Company. The proposed amendment was made for the following reasons:

- (i) According to the consultation conclusions on the “Proposals to Expand the Paperless Listing Regime and Other Rule Amendments” published in June 2023 by the Stock Exchange, the amendments to the Listing Rules came into effect on 31 December 2023 such that, among other things, subject to compliance with all applicable laws and regulations, a listed issuer must (i) send or otherwise make available the relevant corporate communication (as defined in the GEM Listing Rules) to the relevant holders of its securities by electronic means, or (ii) publish the relevant corporate communication on its own website and the website of the Stock Exchange. Listed issuers are required to make any necessary changes to their constitutional documents in order to comply with these requirements.
- (ii) On February 14, 2023, the State Council (the “**State Council**”) of the PRC issued the Decision of the State Council to Repeal Certain Administrative Regulations and Documents (《國務院關於廢止部分行政法規和文件的決定》) (the “**Decision**”), which includes the abolition of the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) issued by the State Council on August 4, 1994. On February 17, 2023, the China Securities Regulatory Commission issued the Trial Administrative Measures of Overseas Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (the “**Trial Measures**”) and relevant guidelines, which includes the abolition of the Notice on the Implementation of the Mandatory Provisions for Companies Listing Overseas (《關於執行〈到境外上市公司章程必備條款〉的通知》). The Decision and the Trial Measures (collectively, the “**New PRC Regulations**”) have been effective since March 31, 2023. From the effective date of the New PRC Regulations, PRC issuers shall formulate their articles of association with reference to the Guidelines for the Articles of Association of Listed Companies (《上市公司章程指引》) instead of the Mandatory Provisions for Companies Listing Overseas (《到境外上市公司章程必備條款》). In light of the above New PRC Regulations, on February 24, 2023, the Hong Kong Stock Exchange also released a consultation paper on “Rule Amendments Following Mainland China Regulation Updates and Other Proposed Rule Amendments Relating to PRC Issuers” (the “**Consultation Paper**”) stipulating the consequential amendments to the GEM Listing Rules. On July 21, 2023, the Hong Kong Stock Exchange published conclusions to the Consultation Paper. In particular, the Hong Kong Stock Exchange has made consequential amendments to the GEM Listing Rules which have come into effect since August 1, 2023 to, amongst others, reflect the requirements of the New PRC Regulations. Accordingly, the Board proposes to amend its existing Articles to comply with the requirements of the Listing Rules and the applicable laws and regulations of the PRC and make slight adjustments to certain articles in the Articles in accordance with the operation and management needs of the Company.

LETTER FROM THE BOARD

As such, the Company proposes to adopt the Articles Amendments in order to reflect the latest requirements of the GEM Listing Rules in the Articles of Association.

The Articles Amendments are set out in the Appendix III to this circular. According to the Articles of Association and the relevant laws and regulations, the Articles Amendments will take effect subject to the approval of the Shareholders by way of special resolution. A special resolution in relation to the Articles Amendments will be proposed at the AGM for the approval by the Shareholders. The Articles of Association are prepared in Chinese with no official English version. Any English translation is for reference only. In the event of any inconsistency, the Chinese version shall prevail.

The legal adviser to the Company as to the laws of the PRC has confirmed that the Articles Amendments comply with the requirements of the Listing Rules and the applicable laws of the PRC. The Company also confirms that there is nothing unusual about the Articles Amendments for a company incorporated in the PRC and listed on the GEM.

Save for the Articles Amendments, the other articles in the existing Articles of Association will remain unchanged.

AGM

The notice convening the AGM (as appearing on pages 19 to 22 of this circular) sets out ordinary resolutions to approve the grant of the Issue Mandate and the Repurchase Mandate.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you propose to attend the meeting, 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 H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 24 hours before the time appointed for holding the AGM. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so desire.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the shareholders at a general meeting of the Company must be taken by way of poll. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of a poll by the shareholders. The Company will make an announcement to publish the results of the poll voting after the AGM.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that all the above-mentioned resolutions to be proposed at the AGM are fair and reasonable and are in the best interest of the Company and its Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of the resolutions as set out in the notice of the AGM.

Yours faithfully,
By Order of the Board
Zhou Jin Hui
Chairman

This Appendix includes an explanatory statement required by Rule 13.08 and other relevant provisions of the GEM Listing Rules to be presented to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors at the AGM.

1. GEM LISTING RULES FOR PURCHASES OF SHARES

The GEM Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the GEM must be approved by shareholders in advance by an ordinary resolution, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. FUNDING OF PURCHASES

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the Articles of Association of the Company and the applicable laws and regulations of the PRC. The Company may not purchase Shares on GEM for a consideration other than for cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

As compared with the financial position of the Company as at 31 December 2023 (being the date of its latest audited accounts), the Directors consider that there will be a material adverse impact on the working capital and the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period. The Directors, however, do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing ratio which, in the opinion of the Directors, are from time to time appropriate for the Company.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 187,430,000 Shares.

Subject to the passing of the relevant ordinary resolution to approve the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed to purchase a maximum of 18,743,000 Shares under the Repurchase Mandate during the period from the passing of the resolution granting the Repurchase Mandate up to (a) the conclusion of the next annual general meeting; or (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 the applicable laws and regulations of the PRC to be held; or (c) when the authority given under the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first.

4. REASONS FOR PURCHASES

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

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws and regulations of the PRC and in accordance with the Articles.

6. EFFECT OF THE TAKEOVERS CODE

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 purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, following shareholders had interests representing 5% or more of the issued share capital of the Company:

Number of Shareholders	Capacity	Name of shares	Approximate percentage of total registered share capital
Liancheng Fire-Fighting Group Company Limited (Note 3)	Beneficial owner	131,870,000 (Note 1)	70.36%
	Held by controlled corporation	1,300,000 (Note 2)	0.69%
Zhejiang Hengtai Real estate Joint Stock Co., Ltd.	Held by controlled corporation	131,870,000 (Note 1)	71.05%
	Held by controlled corporation	1,300,000 (Note 2)	0.69%
Mr. Zhou Jin Hui	Held by controlled corporation	131,870,000 (Note 1)	71.05%
	Held by controlled corporation	1,300,000 (Note 2)	0.69%

Notes:

1. All represented domestic shares of the Company.
2. Liancheng Fire-Fighting Group Company Limited (“Liangcheng”) holds 131,870,000 domestic shares of the Company. Liancheng Fire Protection Group (Hong Kong) Company Limited, a 100% subsidiary of Liancheng, holds 1,300,000 H shares of the Company. Zhejiang Hengtai Real Estate Joint Stock Co., Ltd. (“Hengtai”) owns 80% of Liancheng and Mr. Zhou Jin Hui owns 58% of Hengtai. Accordingly, Hengtai and Mr. Zhou Jin Hui were deemed to be interested in 131,870,000 domestic shares and 1,300,000 H shares in the Company.

Liancheng is owned as to 80% by Hengtai and 20% by Mr. Zhou Jin Hui.

3. On 12 January 2017, the board of directors of the Company was notified that, an aggregate of 131,870,000 domestic shares of the Company (the “Pledged Shares”) held by Liancheng have been pledged in favour of an independent third party (the “Lender”) as a security for a loan amount of RMB198,000,000 provided by the Lender to Liancheng (the “2017 Loan”). The Pledged Shares will be released if Liancheng makes a partial repayment amounting to RMB63,000,000 to the Lender. Relevant shares pledge registration procedures have been completed with China Securities Depository and Clearing Corporation Limited. As of 12 January 2017 and the Latest Practicable Date, the Pledged Shares represent approximately 70.36% and 100% of the issued share capital and domestic shares of the Company, respectively.

In the event that the Directors should exercise in full the power to purchase Shares under the Repurchase Mandate which is proposed to be granted pursuant to an ordinary resolution to be proposed at the AGM, the interests of Liancheng and Mr. Zhou Jin Hui would increase to approximately 78.95% of the issued share capital of the Company. Such increase would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors, however, have no intention to exercise the Repurchase Mandate to such an extent that would give rise to this obligation.

An exercise of the Repurchase Mandate in whole will result in less than 25% of the Shares being held by the public. The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result the Shares being held by the public below the minimum public float.

7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective associates, has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company. No connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company in the preceding six months (whether on the Stock Exchange or otherwise) ending on the Latest Practicable Date.

9. SHARE PRICE

The highest and lowest prices at which the Shares were traded on GEM during each of the previous twelve months before the Latest Practicable Date and during April 2024 (up to and including the Latest Practicable Date) were as follows:

	Share Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	0.455	0.365
May	0.375	0.350
June	0.350	0.350
July	0.355	0.350
August	0.455	0.355
September	0.455	0.435
October	0.430	0.430
November	0.430	0.430
December	0.430	0.430
2024		
January	0.430	0.420
February	0.420	0.385
March	0.450	0.450
April (up to and including the Latest Practicable Date)	0.450	0.450

10. DETAILS OF SUPERVISORS PROPOSED TO BE RE-ELECTED**Mr. Liu Jin**

Liu Jin, aged 38, is the Operation Manager of LianCheng Fire-Fighting Group Company Limited (“LianCheng”). Before joining LianCheng in 2009, he was the Chief of International Procurement Department in Foxconn Technology Group. Mr. Liu was graduated from JiLin University in 2005.

Mr. Qiu Ning Song

Qiu Ning Song, aged 56, is the head of fire-fighting equipments production line. He joined the Company in April 2011. Before joining the Company, he is the factory manager of JiangShang DaZhong Boiler Co., Ltd. (“江山市大眾鍋爐廠”).

Mr. ZHAO Da Rong

Mr. Zhao, aged 51, graduated from 上海安亭師範學校 in 1988. Mr. Zhao joined the Company as deputy office manager in 2006. Prior to that, Mr. Zhao had been the office manager of various large corporations in Shanghai.

11. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**Cover**

The Articles of Association has been framed according to Essential Clauses in Articles of Association of Companies Listed Abroad, Opinion on supplement and amendment of Articles of Association of Companies Listed in Hong Kong, Measures on Further Promoting Standardized Operations and Deepening the Reform in Overseas-listed Companies, Rules Governing the Listing of Securities on the GEM of the Stock Exchange of Hong Kong Limited (GEM Listing Rules)

To be amended as:

The Articles of Association has been framed according to Company Law of the People's Republic of China, Securities Law of the People's Republic of China, Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, Guidelines on the Articles of Associations for Listed Companies, Rules Governing the Listing of Securities on the GEM of the Stock Exchange of Hong Kong Limited (GEM Listing Rules)

Article 1

Shanghai Qingpu Fire-Fighting Equipment Co., Ltd (the "Company") is a company limited by shares established in accordance with the PRC, Company Law (Company Law), the State Council, Companies Limited by Shares Issuing Shares and Seeking a Listing Outside the PRC Special Provisions (Special Provisions) and other relevant State laws and administrative regulations.

Following approval by Shanghai Municipal People's Government [滬府體改審(2000) 035號], the Company was established by means of sponsorship, was registered with the Shanghai Industrial and Commercial Administrative Management Bureau on December 1st, 2000, and obtained a company's business license. The number of the Company's business license is 3100001006560.

To be amended as:

Article 1

Shanghai Qingpu Fire-Fighting Equipment Co., Ltd (the "Company") is a company limited by shares established in accordance with Company Law the People's Republic of China ("Company Law") and other relevant State laws and administrative regulations of the People's Republic of China ("the PRC" or "State").

Following approval by Shanghai Municipal People's Government [滬府體改審(2000) 035號], the Company was established by means of sponsorship, was registered with the Shanghai Industrial and Commercial Administrative Management Bureau on December 1st, 2000, and obtained a company's business license. The number of the Company's Unified Social Credit Identifier is 913100001343141876.

Article 7

The 1st extraordinary shareholders' general meeting 2003 was convened on Jan. 17th, 2003 to amend the Articles of Association approved by the shareholders' general meeting on Oct. 18th, 2000 according to the Company Law, Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies, The Articles of Association of Companies Seeking a Listing Outside the PRC Prerequisite Clauses, Proposals on Accelerating Standardized Operation of Companies Listed Overseas and Deepening Their Reforms (Proposals), Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (GEM Listing Rules) and other relevant State laws and administrative regulations.

The board of directors made resolutions on Jun. 10th, 2004 to amend the Articles of Association approved by the shareholders; general meeting 2003 on Jan. 17th 2003, according to relevant authority of the shareholders' general meeting.

Where the company issued foreign capital stock listed abroad according to the approval of administrative authorities of the Chinese Government, the Articles of Association shall become effective on the day of the registration of modification.

To be amended as:

Article 7

The 1st extraordinary shareholders' general meeting 2003 was convened on Jan. 17th, 2003 to amend the Articles of Association approved by the shareholders' general meeting on Oct. 18th, 2000 according to the ~~Company Law, Special Regulations of the~~ and relevant State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies, The Articles of Association of Companies Seeking a Listing Outside the PRC Prerequisite Clauses, Proposals on Accelerating Standardized Operation of Companies Listed Overseas and Deepening Their Reforms (Proposals) laws and administrative regulations, and the requirement of Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (GEM Listing Rules) ~~and other relevant State laws and administrative regulations.~~

The board of directors made resolutions on Jun. 10th, 2004 to amend the Articles of Association approved by the shareholders; general meeting 2003 on Jan. 17th, 2003, according to relevant authority of the shareholders; general meeting.

~~Where the company issued foreign capital stock listed abroad according to the approval of administrative authorities of the Chinese Government, the Articles of Association shall become effective on the day of the registration of modification.~~

Article 15

The Company shall have ordinary shares at all times. It may have other kinds of shares according to the need, upon approval by the authorities that are authorized by the State Council to examine and approve companies.

To be amended as:

Article 15

~~Shares of a company take the form of stocks. The Company shall have ordinary at all times. It may have other kinds of shares according to the need, upon approval by the authorities that are authorized by the State Council to examine and approve companies.~~

Article 21

After the plan for issuing foreign investment shares listed outside the People's Republic of China and domestic investment shares has been approved by the State Council authorities in charge of securities, the board of directors of the Company may arrange for implementation of such plan by means of separate issues.

The Company's plan for separate issues of foreign investment shares listed outside the People's Republic of China and domestic investment shares in accordance with the preceding paragraph may be implemented separately within 15 months of being approved by the State Council Securities Commission.

To be amended as:

~~After the plan for issuing foreign investment shares listed outside the People's Republic of China and domestic investment shares has been approved by the State Council authorities in charge of securities, the board of directors of the Company may arrange for implementation of such plan by means of separate issues.~~

~~The Company's plan for separate issues of foreign investment shares listed outside the People's Republic of China and domestic investment shares in accordance with the preceding paragraph may be implemented separately within 15 months of being approved by the State Council Securities Commission.~~

Article 22

Where the Company issues foreign investment shares listed outside the People's Republic of China and domestic investment shares separately within the total number of shares specified in the issue plan, every such issue shall be fully subscribed for in one

time. Where special circumstances make it impossible for every such issue to be fully subscribed for at one time, the shares may be issued in several stages, subject to the approval of the State Council Securities Commission.

To be amended as:

~~Where the Company issues foreign investment shares listed outside the People's Republic of China and domestic investment shares separately within the total number of shares specified in the issue plan, every such issue shall be fully subscribed for in one time. Where special circumstances make it impossible for every such issue to be fully subscribed for at one time, the shares may be issued in several stages, subject to the approval of the State Council Securities Commission.~~

Article 42

The Company's shares shall be in registered form. The shares of the company shall certify the shares held by its shareholders.

The following main items shall clearly be indicated on a share certificate:

1. the name of the company;
2. the date of the company's incorporation;
3. the class of the shares, the par value and the number of shares represented by the certificate;
4. the serial number of the share certificate;
5. other items prescribed by the Company Law and the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies;
6. other items prescribed by the securities exchange(s) on which the Company's shares are listed.

To be amended as:

Article 40

The Company's shares shall be in registered form. The shares of the company shall certify the shares held by its shareholders. The following main items shall clearly be indicated on a share certificate:

1. the name of the company;
2. the date of the company's incorporation;

3. the class of the shares, the par value and the number of shares represented by the certificate;
4. the serial number of the share certificate;
5. other items prescribed by the Company Law ~~and the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies;~~
6. other items prescribed by the securities exchange(s) on which the Company's shares are listed.

Article 193

Where an amendment to the Company's Articles of Association involves matters provided for in the Articles of Association of Companies Seeking a Listing Outside the PRC Prerequisite Clauses ("Prerequisite Clauses"), it shall become effective after being examined and approved companies and the State Council Securities Commission. Where an amendment to the Company's Articles of Association involves matters of company registration, the registration shall be amended according to law.

To be amended as:

~~Where an amendment to the Company's Articles of Association involves matters provided for in the Articles of Association of Companies Seeking a Listing Outside the PRC Prerequisite Clauses ("Prerequisite Clauses"), it shall become effective after being examined and approved companies and the State Council Securities Commission. Where an amendment to the Company's Articles of Association involves matters of company registration, the registration shall be amended according to law.~~

Article 199

The newspaper for publishing announcement mentioned in the Articles of Association shall be newspapers designated or required by laws and administrative regulations of the PRC. Where to give announcement to shareholders of foreign investment shares listed outside the PRC, the announcement shall be published in the newspaper designated by the GEM Listing Rules.

To be amended as:

Article 196

The newspaper for publishing announcement mentioned in the Articles of Association shall be newspapers designated or required by laws and administrative regulations of the PRC. Where to give announcement to shareholders of foreign investment shares listed outside the PRC, the announcement ~~shall be published in the newspaper designated by the GEM Listing Rules.~~ may send or provide information about

the Company the corporate communications to shareholders of the Company by electronic means, or via publication on website of the Company or via by post according to relevant laws and regulations and the GEM Listing Rules amended from time to time. Information about Corporate communication of the Company includes but is not limited to circulars, annual reports, interim reports, quarterly reports, notices of general meetings and other information about the Company corporate communications listed in the GEM Listing Rules of the Hong Kong Stock Exchange. Holders of the Company's overseas listed foreign shares may choose in writing to receive printed copies of the above corporate communication by post.

Note: Save as the table above, if the serial numbering of the articles is changed due to the addition, deletion or re-arrangement of certain articles, the serial numbering of the articles of the Articles of Association as so amended shall be changed accordingly, including those referred to in cross references. The proposed amendments to the Articles of Association are prepared in the Chinese language and the English version is therefore a translation only. In the event of any discrepancy between the English translation and the Chinese version of the Articles of Association, the Chinese version shall prevail.

NOTICE OF ANNUAL GENERAL MEETING



Shanghai Qingpu Fire-Fighting Equipment Co., Ltd.*
上海青浦消防器材股份有限公司
(a joint stock limited company incorporated in the People's Republic of China)
(Stock Code: 8115)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shanghai Qingpu Fire-Fighting Equipment Co., Ltd. (the “Company”) will be held at 2/F, Block 4, No. 4621, Jiao Tong Road, PuTuo District, Shanghai, the PRC on Thursday, 30 May 2024 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2023;
2. To re-appoint Ascenda Cachet CPA Limited as Auditors for the ensuring year and authorize the Board of Directors to fix their remuneration;
3. Each as a separate resolution to re-elect the following Supervisors:
 - 3.1 to re-elect Mr. Liu Jin as Supervisor
 - 3.2 to re-elect Mr. Qiu Ning Song as Supervisor
 - 3.3 to re-elect Mr. Zhao Da Rong as Supervisor
4. To approve amendments to the Articles of Association of the Company.

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

5. **“THAT**

- (A) subject to paragraph (B) below and approval of the resolution by the China Securities Regulating Committee, the exercise by the board of directors (“Board”) of Shanghai Qingpu Fire-Fighting Equipment Co., Ltd. (“Company”) of all the powers of the Company to allot, issue and deal with domestic shares of nominal value of RMB0.10 each in the share capital of the Company (the “Domestic Shares”) and/or overseas listed foreign shares of nominal value of RMB0.10 each in the capital of the Company (the “H Shares”) during the Relevant Period (as defined below) and to make or grant offers, agreements and options which would or might require the exercise of such power (whether during or after the expiry of the Relevant Period (as defined below)) be and is hereby generally and unconditionally approved;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (B) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Board pursuant to the approval in paragraph (A) of this Resolution, otherwise than pursuant to a Rights Issue (as defined below) or the exercise of options under any option scheme or similar arrangement for the time being adopted by the Company to acquire Domestic Shares and/or H Shares shall not exceed 20% of the aggregate nominal value of the Domestic Shares and H Shares respectively in issue at the date of passing this resolution;
- (C) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:
- (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 law to be held; and
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the members of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Board to the holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognized regulatory body or any stock exchange in, any territory outside Hong Kong).”

6. “THAT

- (i) subject to paragraph (ii) of this resolution, the exercise by the directors of the Company during the Relevant Period (as defined below) of all powers of the Company to repurchase issued shares in the capital of the Company on the GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in connection with all applicable laws and/or the requirements of the GEM Listing Rules or of any other stock exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of shares of the Company which the Company is authorised to repurchase pursuant to the approval in paragraph (i) 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 the passing of this resolution, and this approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(iii) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until 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 law to be held; and
- (c) the date on which the authority sets out for this resolution is revoked or varied by the passing of an ordinary resolution by shareholders of the Company in general meeting.”

7. “**THAT** conditional upon ordinary resolutions nos. 5 and 6 above being passed, the aggregate nominal amount of shares of the Company which are repurchased by the Company under the authority granted to the directors of the Company as mentioned in ordinary resolution no. 6 above shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to ordinary resolution no. 5 above.”

By order of the Board
Shanghai Qingpu Fire-Fighting Equipment Co., Ltd.*
Zhou Jin Hui
Chairman

Shanghai, 12 April 2024

Notes:

- (1) A member of the Company (the “Member(s)”) entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote in his stead. A Member 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 AGM. A proxy need not be a Member.
- (2) The register of Members will be closed from 30 April 2024 to 30 May 2024 (both days inclusive), during which no transfer of Shares will be registered. In order to be qualified to attend the AGM, all transfer documents accompanied by relevant share certificates must be lodged with the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 29 April 2024 in order to be registered as a Member.
- (3) As regards to the holders of H Shares and in order 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 H Share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof.

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

- (4) As regards to the holders of Domestic Shares and in order 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 registered office at No. 1988 Jihe Road, Hua Xin Town, Qingpu District, Shanghai, the PRC not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof.
- (5) Where there are joint holders of any Share, any one of such persons may vote at the AGM either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the AGM personally or by proxy, 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 in respect of such joint holding.
- (6) It is expected that the AGM will last not more than half day. Members and their proxies attending the AGM shall bear their own travel and accommodation expenses.

As at the date of this notice, the executive Directors are Mr. Zhou Jin Hui (Chairman), Mr. Shi Hui Xing and Mr. Zhou Guo Ping; and the independent non-executive Directors are Mr. Wang Guo Zhong, Mr. Yang Chun Bao and Mr. Song Zi Zhang.