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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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.

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**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; PROPOSED ELECTION OF DIRECTOR AND  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the Annual General Meeting of the Company, to be held at 12/F, Block 4, No. 4621, Jiao Tong Road, PuTuo District, Shanghai, the PRC on Friday 27 June 2014 at 2:00 p.m., is set out on pages 15 to 18 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 principal place of business of the Company at Unit 2605, Island place Tower, 510 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 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.

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 Growth Enterprise Market 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 [shqingpu.com](http://shqingpu.com).

26 May 2014

\* For identification purpose only

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## CHARACTERISTIC OF GEM

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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.

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## DEFINITIONS

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*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 12/F, Block 4, No. 4621, Jiao Tong Road, PuTuo District, Shanghai, the PRC on Friday 27 June 2014 at 2:00 p.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 Growth Enterprise of the Stock Exchange
“GEM Listing Rules”	Rules Governing the Listing of Securities on The Growth Enterprise Market 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”	22 May 2014, 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

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## DEFINITIONS

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“Share(s)”	Share(s) of all classes in the capital of the Company
“Shareholders”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers

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## LETTER FROM THE BOARD

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# 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. Shen Jian Zhong

*Non-executive Directors:*

Ms. Chai Xiao Fang

Ms. Wang Xiang

*Independent non-executive Directors:*

Mr. Wang Guo Zhong

Mr. Yang Chun Bao

Mr. Zhang Cheng Ying

*Registered office:*

1988 Jihe Road

Hua Xin Town

Qingpu District, Shanghai

People's Republic of China

*Principal place of business*

*in Hong Kong:*

Unit 2605, Island place Tower,

510 King's Road,

North Point,

Hong Kong

26 May 2014

*To the Shareholders*

Dear Sir/Madam,

**PROPOSAL FOR GENERAL MANDATES TO ISSUE SHARES AND  
PURCHASE SHARES; PROPOSED ELECTION OF DIRECTOR AND  
RE-ELECTION OF RETIRING DIRECTORS  
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) election of director and re-election of retiring directors; and (iii) 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

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## LETTER FROM THE BOARD

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Ordinary Resolutions Nos. 4, 5 and 6 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. 4 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. 5; 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. 5.

In respect of Ordinary Resolution No. 4, 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 2015, 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 AND ELECTION OF DIRECTORS

In accordance with article 102 of the Articles, Mr. Zhou Jin Hui, Mr. Shen Jian Zhong, Ms. Chai Xiao Fang, Mr. Wang Guo Zhong, Mr. Yang Chun Bao and Mr. Zhang Cheng Ying will retire as Directors by rotation and being eligible, offer themselves for re-election as Directors at the AGM.

Ms. Wang Xiang will retire as Director by rotation and Mr. Zhou Guo Ping will offer himself for election as Director at the AGM.

Particulars of Mr. Zhou Jin Hui, Mr. Shen Jian Zhong, Ms. Chai Xiao Fang, Mr. Zhou Guo Ping, Mr. Wang Guo Zhong, Mr. Yang Chun Bao and Mr. Zhang Cheng Ying are set out in Appendix II to this Circular.

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## LETTER FROM THE BOARD

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### AGM

The notice convening the AGM (as appearing on pages 15 to 18 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 principal place of business of the Company at Unit 2605, Island Place Tower, 510 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 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.

### 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 2012 (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	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%
Victory Investment China Group Ltd.	Beneficial owner	16,628,000	8.87%
Chu Yuet Wah	Held by controlled corporation	16,628,000 (Note 3)	8.87%
Best Forth Limited	Held by controlled corporation	16,628,000 (Note 3)	8.87%
Ample Cheer Limited	Held by controlled corporation	16,628,000 (Note 3)	8.87%
Kingston Finance Limited	Person having a security interest in shares	16,628,000 (Note 3)	8.87%

*Notes:*

- All represented domestic shares of the Company.
- 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 Fire-Fighting Group Company Limited, holds 1,300,000 H shares of the Company. Zhejiang Hengtai Real Estate Joint Stock Co., Ltd. (“Hengtai”) owns 80% of Liancheng Fire-Fighting Group Company Limited and Mr. Zhou Jin Hui owns 58% of Zhejiang Hengtai Real Estate Joint Stock Co., Ltd. Accordingly, Zhejiang Hengtai Real Estate Joint Stock Co., Ltd. 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 Real Estate and 20% by Mr. Zhou Jin Hui.

3. Kingston Finance Limited has a security interest in 16,628,000 H shares of the Company. Ample Cheer Limited, 80% of which is held by Best Forth Limited, holds 100% of Kingston Finance Limited. Chu Yuet Wah holds 100% of Best Forth Limited.

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 Fire-Fighting Group Company Limited 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 May 2014 (up to and including the Latest Practicable Date) were as follows:

	Share Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2013</b>		
May	Suspended	Suspended
June	Suspended	Suspended
July	Suspended	Suspended
August	2.40	0.70
September	1.25	0.71
October	1.11	0.8
November	0.9	0.7
December	0.88	0.55
<b>2014</b>		
January	0.70	0.55
February	0.72	0.57
March	0.66	0.59
April	1.09	0.61
May (up to and including the Latest Practicable Date)	0.75	0.66

**1. Mr. Zhou Jin Hui (周金輝), aged 43**

Mr. Zhou Jin Hui, has been an executive Director since July 2009. He is the chairman of the Company and a director of Liancheng HK, Liancheng, and Hengtai Real Estate. Mr. Zhou started management of business in 1996 when he co-founded Jiangshan Construction Decoration Engineering Ltd.\* (江山市建築裝飾配套工程有限公司). He was a founder of Jiangshan Hengtai Real Estate Co. Ltd.\* (江山市恒泰房地產有限公司) in 1998 which was converted into Hengtai Real Estate in 2003. Mr. Zhou completed the business administration programme in the International Business University of Beijing\* (北京國際商務學院) in 1998 and the training programme for senior manager in Tsinghua University\* (清華大學) in 2005. In addition, he was conferred the degree of Master of Business Administration from the University of Management and Technology, Commonwealth of Virginia, the United States of America in 2007.

Save as disclosed above, Mr. Zhou Jin Hui has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Zhou Jin Hui has no interests in the Shares within the meaning of Part XV of the SFO. He is independent from and not related to any other Directors, senior management or substantial shareholders of the Company.

At the Latest Practicable Date, Liancheng Fire-Fighting Group Company Limited (“Liancheng”) hold 131,870,000 domestic shares of the Company. Liancheng Fire Protection Group (Hong Kong) Company Limited, a 100% subsidiary of Liancheng Fire-Fighting Group Company Limited, holds 1,300,000 H shares of the Company. Zhejiang Hengtai Real Estate Joint Stock Co., Ltd. (“Hengtai”) owns 80% of Liancheng Fire-Fighting Group Company Limited and Mr. Zhou Jin Hui owns 58% of Zhejiang Hengtai Real Estate Joint Stock Co., Ltd. Accordingly, Zhejiang Hengtai Real Estate Joint Stock Co., Ltd. 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.

Save as disclosed above, there is no other information to be disclosed pursuant to Rules 17.50(2) of the GEM Listing Rules in respect of Mr. Zhou Jin Hui and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

**2. Mr. Shen Jian Zhong (沈建忠), aged 48**

Mr. Shen Jian Zhong, has been an executive Director since April 2011. In April 2011, he joined the Company as the general manager. He has more than 26 years of experience in the relevant industry as explained below. He had worked in Shanghai Sanhe Hydro Power Equipment Co., Ltd.\* (上海三和水利電力設備有限公司) from July 1985 to November 1998 in various positions, including worker, supervisor, and deputy general manager. In November 1998, he joined the Company and worked as deputy general manager and general manager till August 2006. He then worked in Shanghai High Pressure as deputy general manager from August 2006 to January 2007, Shanghai Shenwei Medical Use Gas Co., Ltd.\* (上海申威醫用氣體有限公司) as project director from February 2007 to December 2009, and Shanghai Pujiang Special

Gas Co., Ltd.\* (上海浦江特種氣體有限公司) as deputy general manager from January 2010 to December 2010. Mr. Shen graduated from Shanghai Agricultural Machinery Industrial Bureau Machinery Manufacture School\* (上海市農業機械工業局機械製造學校) in 1985.

Save as disclosed above, Mr. Shen Jian Zhong has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Shen Jian Zhong has no interests in the Shares within the meaning of Part XV of the SFO. He is independent from and not related to any other Directors, senior management or substantial Shareholders of the Company.

Save as disclosed above, there is no other information to be disclosed pursuant to Rules 17.50(2) of the GEM Listing Rules in respect of Mr. Shen Jian Zhong and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

### **3. Ms. Chai Xiao Fang (柴曉芳), aged 50**

Ms. Chai Xiao Fang, has been a non-executive Director since July 2009. She has more than 17 years of experience in finance and management. She has also been the deputy general manager of Hengtai Real Estate since June 2003. Prior to joining Hengtai Real Estate in June 2003, she worked in the Jiangshan branch of China Construction Bank as relationship manager from December 1994 to May 2003. Ms. Chai completed the accountancy programme in Zhejiang Province Zhonghua Accountancy Distant Learning College\* (浙江省中華會計函授學院) and the economic and management programme in Hangzhou University\* (杭州大學) in 1996. In addition, she completed the law programme of network education in China University of Geosciences\* (中國地質大學) in 2005 and the training programme for financial controller in 2006 and the training programme for senior manager in 2008 both organised by the Professional Managers Training Centre\* (職業經理訓練中心) in Tsinghua University\* (清華大學).

Save as disclosed above, Ms. Chai Xiao Fang has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Ms. Chai Xiao Fang has no interests in the Shares within the meaning of Part XV of the SFO. She is independent from and not related to any other Directors, senior management or substantial Shareholders of the Company.

Save as disclosed above, there is no other information to be disclosed pursuant to Rules 17.50(2) of the GEM Listing Rules in respect of Ms. Chai Xiao Fang and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

**4. Mr. Wang Guo Zhong (王國忠), aged 57**

Mr. Wang Guo Zhong, has been an independent non-executive Director since October 2000. He has over 20 years of experience in legal practice. He has been the person in charge (主任) of Shanghai Keenmore Law Office\* (上海市金馬律師事務所) since October 1992. Mr. Wang graduated from Shanghai Fudan University\* (上海復旦大學) with a bachelor's degree in law in April 1983. He was conferred the qualification of professional lawyer by Shanghai Justice Bureau (上海市司法局) in January 2010.

Save as disclosed above, Mr. Wang Guo Zhong has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Wang Guo Zhong has no interests in the Shares within the meaning of Part XV of the SFO. He is independent from and not related to any other Directors, senior management or substantial Shareholders of the Company.

Save as disclosed above, there is no other information to be disclosed pursuant to Rules 17.50(2) of the GEM Listing Rules in respect of Mr. Wang Guo Zhong and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

**5. Mr. Yang Chun Bao (楊春寶), aged 58**

Mr. Yang Chun Bao, has been an independent non-executive Director since October 2000. He has more than 31 years of experience in finance and accounting. Mr. Yang was admitted as a certified public accountant and he joined Shanghai Huashen Certified Public Accountants Ltd.\* (上海華申會計師事務所有限公司) in November 1973 and became a deputy supervisor (副主任) in June 2005. In July 2011, he was promoted to be the accountant-in-charge (主任會計師) of the firm. Mr. Yang was conferred a degree of Master of Science in Business Administration by Madonna University at Livonia, Michigan, the USA in December 1999.

Save as disclosed above, Mr. Yang Chun Bao has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Yang Chun Bao has no interests in the Shares within the meaning of Part XV of the SFO. He is independent from and not related to any other Directors, senior management or substantial Shareholders of the Company.

Save as disclosed above, there is no other information to be disclosed pursuant to Rules 17.50(2) of the GEM Listing Rules in respect of Mr. Yang Chun Bao and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.



**6. Mr. Zhang Cheng Ying (張承纓), aged 68**

Mr. Zhang Cheng Ying, has been an independent non-executive Director since August 2009. He is also an independent director of SOYEA Technology Co., Ltd.\* (數源科技股份有限公司), a company listed on the Shenzhen Stock Exchange. He has over 26 years of experience in public administration. He was the Secretary for the Zhejiang Province State-owned Assets Supervision and Administration Commission\* (浙江省國有資產管理局) from November 1989 to July 1995, and the commissioner and deputy commissioner of the Zhejiang Province Finance Supervisory Commissioner Office of Ministry of Finance\* (財政部駐浙江省財政監察專員辦事處) from July 1995 to February 2005. He had worked in the Zhejiang Provincial Civil Air Defence Office\* (浙江省人民防空辦公室) during the period from October 1978 to November 1989. Mr. Zhang completed the industrial and electrical automation programme (工業電氣自動化) in Zhejiang University\* (浙江大學) in 1975.

Save as disclosed above, Mr. Zhang Cheng Ying has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Zhang Cheng Ying has no interests in the Shares within the meaning of Part XV of the SFO. He is independent from and not related to any other Directors, senior management or substantial Shareholders of the Company.

Save as disclosed above, there is no other information to be disclosed pursuant to Rules 17.50(2) of the GEM Listing Rules in respect of Mr. Zhang Cheng Ying and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

**7. Mr. Zhou Guo Ping (周國平), aged 46**

Mr. Zhou Guo Ping, has been the deputy general manager of the Company since May 2011. He has more than 28 years of experience in factory management. He worked as the Vice General manager of ZheJiang Jiangshan Transformer Co., Ltd.\* (浙江江山變壓器有限公司) before joining the Company. Mr. Zhou Guo Ping was a graduate from Wuhan Institute of Economic Management\* (武漢經濟學院).

Save as disclosed above, Mr. Zhou Guo Ping has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Mr. Zhou Guo Ping has no interests in the Shares within the meaning of Part XV of the SFO. He is independent from and not related to any other Directors, senior management or substantial Shareholders of the Company.

Save as disclosed above, there is no other information to be disclosed pursuant to Rules 17.50(2) of the GEM Listing Rules in respect of Mr. Zhou Guo Ping and there are no other matters that need to be brought to the attention of the Shareholders in relation to his re-election.

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## NOTICE OF ANNUAL GENERAL MEETING

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### 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 12/F, Block 4, No. 4621, Jiao Tong Road, PuTuo District, Shanghai, the PRC on Friday 27 June 2014 at 2:00 p.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 2013;
2. To re-appoint Ascenda Cachet CPA Limited as Auditors for the ensuing year and authorize the Board of Directors to fix their remuneration;
3. 3.1 Each as a separate resolution to re-elect the following Directors:
  - 3.1.1 to re-elect Mr. Zhou Jin Hui as executive Director
  - 3.1.2 to re-elect Mr. Sheng Jian Zhong as executive Director
  - 3.1.3 to re-elect Ms. Chai Xiao Fang as non-executive Director
  - 3.1.4 to re-elect Mr. Wang Guo Zhong as independent non-executive Director
  - 3.1.5 to re-elect Mr. Yang Chun Bao as independent non-executive Director
  - 3.1.6 to re-elect Mr. Zhang Cheng Ying as independent non-executive Director
- 3.2 As a separate resolution, to elect Mr. Zhou Guo Ping as non-executive Director.

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:

4. **"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,

\* For identification purpose only

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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;

- (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).”

5. **“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 Growth Enterprise Market 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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(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

(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.”

6. “**THAT** conditional upon ordinary resolutions nos. 4 and 5 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. 5 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. 4 above.”

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

Hong Kong, 26 May 2014

*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 28 May 2014 to 27 June 2014 (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, of Rooms 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 26 May 2014 in order to be registered as a Member.

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 principal place of business in Hong Kong, Unit 2605, Island Place Tower, 510 King's Road, North Point, Hong Kong not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof.
- (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 announcement, the executive Directors are Mr. Zhou Jin Hui (Chairman), Mr. Shi Hui Xing and Mr. Shen Jian Zhong; the non-executive Directors are Ms. Chai Xiao Fang and Ms. Wang Xiang; and the independent non-executive Directors are Mr. Wang Guo Zhong, Mr. Yang Chun Bao and Mr. Zhang Cheng Ying.*