

**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.

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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;  
RE-ELECTION OF DIRECTORS  
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 Monday 30 June 2020 at 11:00 a.m., is set out on pages 12 to 15 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 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 June 2020 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](http://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.**

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## 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 Monday 30 June 2020 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”	11 May 2020, 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

13 May 2020

*To the Shareholders*

Dear Sir/Madam,

**PROPOSAL FOR GENERAL MANDATES TO ISSUE SHARES  
AND PURCHASE SHARES;  
RE-ELECTION OF 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) Re-election of 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

## LETTER FROM THE BOARD

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 2021, 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 DIRECTORS**

In accordance with article 102 of the Articles, Mr. Zhou Jin Hui, Mr. Shi Hui Xing, Mr. Zhou Guo Ping, Mr. Wang Guo Zhong, Mr. Yang Chun Bao and Mr. Song Zi Zhang will retire as Directors by rotation and being eligible, offer themselves for re-election as Directors at the AGM.

Particulars of Mr. Zhou Jin Hui, Mr. Shi Hui Xing, Mr. Zhou Guo Ping, Mr. Wang Guo Zhong, Mr. Yang Chun Bao and Mr. Song Zi Zhang are set out in Appendix II to this Circular.

## LETTER FROM THE BOARD

### AGM

The notice convening the AGM (as appearing on pages 12 to 15 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 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.

### 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 2019 (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. The board of directors of the Company has been notified that, an aggregate of 131,870,000 domestic shares of the Company (the “Pledged Shares”) held by Liancheng Fire-Fighting Group Company Limited (“Liancheng”), the Company’s controlling shareholder (as defined in the Rules Governing the Listing of Securities on The GEM of The Stock Exchange of Hong Kong Limited), have been pledged on 20 January 2016 in favour of an independent third party (the “Lender”) as a security for a loan amount of RMB199,000,000 provided by the Lender to Liancheng (the “2016 Loan”). The 2016 Loan was repaid and the Pledged Shares were released on 12 January 2017. On the same date, Liancheng have pledged the Pledged Shares in favour of the Lender as a security for a loan amount of RMB198,000,000 (the “2017 Loan”) provided by the Lender to Liancheng. The Pledged Shares will be released if Liancheng make 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 hold 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 2020 (up to and including the Latest Practicable Date) were as follows:

	<b>Share Price</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2019</b>		
June	0.59	0.53
July	0.54	0.53
August	0.54	0.53
September	0.53	0.53
October	0.53	0.53
November	0.53	0.53
December	0.54	0.53
<b>2020</b>		
January	0.55	0.52
February	0.55	0.53
March	0.53	0.50
April	0.50	0.50
May (up to and including the Latest Practicable Date)	0.50	0.50

Mr. Zhou Jin Hui (周金輝), aged 49, 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.

Mr. Shi Hui Xing (史惠星), aged 61, has been an executive Director since April 2014, appointed as the General Manager of the Company in November 2014. He is also a director and the general manager of 上海高壓特種氣瓶有限公司 (Shanghai Pressure Special Gas Cylinder Co., Ltd.\*) (“Special Cylinder”). Mr. Shi has been working in Special Cylinder since 2007. Mr. Shi graduated from the Shanghai Light Industry Bureau Committee China Communist Party School (中共上海市輕工業局委員會黨校) with studies in political party management (政黨管理) in 1992 and was conferred the qualification of senior occupational manager (grade 1) (高級職業經理人(一級)) in 2009 by the Appraisal Centre of Occupational Capability of Shanghai (上海市職業技能鑒定中心).

Mr. Zhou Guo Ping (周國平), aged 52, has been an non-executive director since June 2014 and re-designated to executive director in November 2014. He joined the Company as the deputy general manager in 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).

Mr. Wang Guo Zhong (王國忠), aged 62, 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 1985.

Mr. Yang Chun Bao (楊春寶), aged 63, 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.

Mr. Song Zi Zhang (宋子章), aged 73, has been an independent non-executive director since November 2014. He has over 40 years' experience in factory management. He has been appointed as the Supervisor Committee Chairman of Shanghai Chenglong Group Co., Ltd. (上海晟隆(集團)有限公司) since 2007, after retiring from the position of General Manager in Shanghai Moshida Enterprise Development Company Limited (上海摩士達企業發展有限公司). He completed the program of Enterprise Operation and Management in Shanghai Open University and is a Senior Economist.

## 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 Monday 30 June 2020 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 2019;
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 Directors:
  - 3.1 to re-elect Mr. Zhou Jin Hui as executive Director
  - 3.2 to re-elect Mr. Shi Hui Xing as executive Director
  - 3.3 to re-elect Mr. Zhou Guo Ping as executive Director
  - 3.4 to re-elect Mr. Wang Guo Zhong as independent non-executive Director
  - 3.5 to re-elect Mr. Yang Chun Bao as independent non-executive Director
  - 3.6 to re-elect Mr. Song Zi Zhang as independent 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, 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).”

### 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 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.”
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*

Shanghai, 13 May 2020

*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 31 May 2020 to 30 June 2020 (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 May 2020 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*

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- (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. Zhou Guo Ping; and the independent non-executive Directors are Mr. Wang Guo Zhong, Mr. Yang Chun Bao and Mr. Song Zi Zhang.*