



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)

**FIRST QUARTERLY RESULT ANNOUNCEMENT
FOR THE THREE MONTHS ENDED 31 MARCH 2013**

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* For identification purpose only

QUARTERLY RESULTS (UNAUDITED)

The Board of Directors (the “Board”) of Shanghai Qingpu Fire-Fighting Equipment Co., Ltd. (the “Company”, together with its subsidiary, collectively the “Group”) is pleased to announce the unaudited results of the Group for the three months ended 31 March 2013 together with the unaudited comparative figures for the corresponding period in 2012, as follows:

UNAUDITED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

		Three months ended	
		31 March	
	Notes	2013	2012
		RMB'000	RMB'000
Revenue	3	11,957	8,544
Cost of sales		<u>(8,951)</u>	<u>(6,732)</u>
Gross profit		3,006	1,812
Other income and gains	3	523	675
Selling and distribution expenses		(173)	(191)
Administrative expenses		<u>(1,313)</u>	<u>(1,459)</u>
Profit before tax		2,043	837
Income tax expenses	4	<u>(45)</u>	<u>(37)</u>
Profit for the period and total comprehensive income for the period		<u>1,998</u>	<u>800</u>
Profit for the period and total comprehensive income for the period attributable to:			
Owners of the Company		1,924	772
Non-controlling interests		<u>74</u>	<u>28</u>
		<u>1,998</u>	<u>800</u>
Dividend	5	<u>–</u>	<u>–</u>
Earnings per share attributable to the owners of the Company (RMB)	6		
– Basic (cents)		<u>1.03</u>	<u>0.41</u>
– Diluted (cents)		<u>1.03</u>	<u>0.41</u>

Notes:

1. CORPORATE INFORMATION

Shanghai Qingpu Fire-Fighting Equipment Co., Ltd. (the “Company”) was established in the People’s Republic of China (the “PRC”) as a collective enterprise under the name of Shanghai Qingpu Fire-Fighting Equipment Factory (“上海青浦消防器材廠”). In 1999, it was transformed into a limited liability company. Through a series of equity transfers and capital injections in 2000, the Company was transformed into a joint stock limited liability company on 1 December 2000 and was renamed as Shanghai Qingpu Fire-Fighting Equipment Co., Ltd. (“上海青浦消防器材股份有限公司”). The registered office of the Company is located at No. 1988, Jihe Road, Hua Xin Town, Qingpu District, Shanghai, the PRC and its principal place of business in Hong Kong is situated at Unit 2605, Island Place Tower, 510 King’s Road, North Point, Hong Kong.

On 30 June 2004, 55,560,000 new H shares in the Company were issued and listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.

During the period, the Group was involved in the following principal activities:

- manufacture and sale of fire fighting equipment products;
- provision of fire technology consulting testing and inspection services; and
- manufacture and trading of iron casted grooved couplings.

In the opinion of the directors, the Company’s immediate holding company is 聯城消防集團股份有限公司 (literally translated as “Liancheng Fire-Fighting Group Joint Stock Co., Ltd.”, “Liancheng”), which is a limited liability company established in the PRC, and the ultimate holding company is 浙江恒泰房地產有限公司 (literally translated as “Zhejiang Hengtai Real Estate Company Limited”, “Zhejiang Hengtai”), which is a limited liability company established in the PRC.

2. PRINCIPAL ACCOUNTING POLICIES

The accompanying unaudited results are prepared in accordance with the International Financial Reporting Standards (“IFRSs”) (which include all International Financial Reporting Standards, International Accounting Standards (“IASs”) and Interpretations) issued by the International Accounting Standard Board (“IASB”).

The unaudited first quarterly results for the three months ended 31 March 2013 has been reviewed by the audit committee of the Company.

Other than the adoption of the new and revised IFRSs as below, the accounting policies adopted are consistent with those followed in the preparation of the Group’s annual consolidated financial statements for the year ended 31 December 2012.

The Group has adopted certain new and revised IFRSs published by the IASB which are effective for the accounting periods beginning on or after 1 January 2013:

IAS 1 Amendments	Amendments to IAS 1 <i>Presentation of Financial Statement – Other Comprehensive Income</i>
IAS 19 (2011)	Employee Benefits
IAS 27 (2011)	Separate Financial Statements
IAS 28 (2011)	Investments in Associate and Joint Ventures
IFRS 10	Consolidated Financial Statement
IFRS 11	Joint Arrangement
IFRS 12	Disclosure of Interests in Other Entities
IFRS 13	Fair Value Measurement
IFRS 1 Amendments	Amendments to IFRS 1 <i>First-time Adoption of International Financial Reporting Standards – Government Loans</i>
IFRS 7 Amendments	Amendments to IFRS 7 Financial Instruments: <i>Disclosures – Offsetting Financial Assets and Financial Liabilities</i>
IFRS 10, IFRS 11 and IFRS 12 Amendments	Amendments to IFRS 10, IFRS 11 and IFRS 12 – <i>Transition Guidance</i>
IFRS 10, IFRS 12 and IAS 27 (2011) Amendments	Amendments to IFRS 10, IFRS 12 and IAS 27 (2011) – <i>Investments Entities</i>
IFRIC 20	Stripping Costs in the Production Phase of a Surface Mine
Annual Improvements 2009 – 2011 Cycle	Amendments to a number of IFRSs issued in May 2012

The adoption of these IFRSs had not had any significant impact on the results for the current or prior accounting periods.

The Group has not applied the following new and revised IFRSs, that have been issued but are not yet effective for the accounting periods on 1 January 2013.

IAS 32 Amendments	Amendments to IAS 32 Financial Instruments: <i>Presentation – Offsetting Financial Assets and Liabilities</i>
IFRS 9	Financial Instruments
IFRS 10, IFRS 11 and IAS 27 (2011) Amendments	Amendments to IFRS 10, IFRS 12 and IAS 27 (2011) – <i>Investment Entities</i>

The Group is in the process of making an assessment of the impact of these new and revised IFRSs upon initial application. So far, the Group considers that these new and revised IFRSs are unlikely to have a significant impact on the both Group's results of operations and financial position.

3. REVENUE, OTHER INCOME AND GAINS

Revenue, which is also the Group's turnover, represents income arising from the Group's principal activities, being manufacture and sale of fire fighting equipment products, provision of fire technology consulting testing and inspection services and manufacture and trading of iron casted grooved couplings, net of business tax, value added tax, trade discounts and returns during the period.

An analysis of the Group's revenue, other income and gains is as follows:

	Unaudited	
	Three months ended	
	31 March	
	2013	2012
	RMB'000	RMB'000
Revenue		
Sales of fire-fighting equipment	7,371	7,113
Consulting and testing service rendered	1,799	1,431
Trading of grooved couplings	<u>2,787</u>	<u>—</u>
Total revenue	<u>11,957</u>	<u>8,544</u>
Other income and gains		
Interest income	2	1
Gross rental income	451	493
Sales of scrap	70	150
Others	<u>—</u>	<u>31</u>
Total other income and gains	<u>523</u>	<u>675</u>
Total revenue, other income and gains	<u>12,480</u>	<u>9,219</u>

4. INCOME TAX

No provision for Hong Kong profits tax has been made as the Group had no assessable profits arising in Hong Kong during the period. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

	Unaudited	
	Three months ended	
	31 March	
	2013	2012
	<i>RMB'000</i>	<i>RMB'000</i>
Current – elsewhere	<u>45</u>	<u>37</u>
Total tax charge for the period	<u><u>45</u></u>	<u><u>37</u></u>

The tax effect of temporary differences for deferred tax assets was not recognised in the financial statements due to the uncertainty of future profits streams against which the assets can be utilised (2012: Nil).

5. DIVIDENDS

The Directors do not recommend the payment of any dividend for the three months ended 31 March 2013 (2012: Nil).

6. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of basic earnings per share amounts is based on the profit attributable to ordinary equity holders of the Company of RMB1,924,000 (2012: RMB772,000) and on the number of ordinary shares of 187,430,000 (2012: 187,430,000) in issue during the period.

No adjustment has been made to the basic earnings per share amounts for the periods ended 31 March 2012 and 2013 in respect of a dilution as the Group had no potentially dilutive ordinary shares in issue during those periods.

7. RESERVES

Attributable to owners of the Company										
	Share capital	Share premium	Capital reserve	Statutory reserve fund	Discretionary common reserve fund	Asset revaluation reserve	Acc-umulated loss	Total	Non-controlling interests	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
31 March 2013										
As at 1 January 2013	18,743	10,910	25,134	5,468	1,500	11,299	(21,828)	51,226	552	51,778
Total comprehensive income for the period	-	-	-	-	-	-	1,924	1,924	74	1,998
As at 31 March 2013	<u>18,743</u>	<u>10,910</u>	<u>25,134</u>	<u>5,468</u>	<u>1,500</u>	<u>11,299</u>	<u>(19,904)</u>	<u>53,150</u>	<u>626</u>	<u>53,776</u>
31 March 2012										
As at 1 January 2012	18,743	10,910	24,079	5,036	1,500	15,065	(26,801)	48,532	397	48,929
Total comprehensive income for the period	-	-	-	-	-	-	772	772	28	800
As at 31 March 2012	<u>18,743</u>	<u>10,910</u>	<u>24,079</u>	<u>5,036</u>	<u>1,500</u>	<u>15,065</u>	<u>(26,029)</u>	<u>49,304</u>	<u>425</u>	<u>49,729</u>

8. CAPITAL COMMITMENT

On 7 November 2012, the Company and its subsidiary, Shanghai Liming Fire Testing Co., Limited (“Liming”), entered into a sale and purchase agreement (“Agreement”) (and an Excluded Interest agreement with the Vendors, Shanghai Anchor Pressure Vessel (Group) Co., Limited (“Anchor”) and Shanghai Pressure Special Gas Cylinder Co., Limited (“Special Cylinder”), a subsidiary of Anchor, as part of the transaction under the Agreement) with Liancheng Fire-Fighting Group Company Limited, a controlling shareholder of the Company, and Mr. Wang Sheng (the “Mr. Wang”), an independent third party (collectively, the “Vendors”), pursuant to which, the Company and Liming shall acquire from the Vendors the entire issued share capital of Anchor and its subsidiaries, except for the land and building situated at No. 18, Lane 575, Jujiqiao Road, Pudong New Area, Shanghai (the “Excluded Interest”) held by Special Cylinder, at a consideration of RMB6 million (the “Acquisition”). The consideration shall be settled by cash upon 12 months after the completion of the registration procedure for the change of Anchor’s shareholders in connection with the Acquisition.

The Acquisition has not yet been completed as at the date of this announcement.

BUSINESS AND FINANCIAL REVIEW

Turnover

For the three months ended 31 March 2013, the Group recorded a turnover of approximately RMB11,957,000 (for the three months ended 31 March 2012: RMB8,544,000), representing an increase of approximately 39% over the corresponding period of last year. The increase was primarily attributable to the effective strategy adopted by the management to cope with changes in the market as well as revenue increased from the sale of grooved couplings for fire protection pipes.

Cost of sales

For the three months ended 31 March 2013, the Group's cost of sales amounted to approximately RMB8,951,000 (for the three months ended 31 March 2012: RMB6,732,000), representing an increase of approximately 33% over the corresponding period of last year. The increase was attributable to the corresponding increase in turnover.

Gross profit

For the three months ended 31 March 2013, the Group recorded overall gross profit of approximately RMB3,006,000 (for the three months ended 31 March 2012: RMB1,812,000), representing an increase of approximately 66% over the corresponding period of last year. The increase was primarily attributable to the corresponding increase in turnover as well as improved control on cost of sales.

Other income and gains

For the three months ended 31 March 2013, other income and gains reached approximately RMB523,000 (for the three months ended 31 March 2012: RMB675,000). The decrease was mainly attributable to an increase in production efficiency which result in decrease in sale of scraps.

Selling and distribution expenses

For the three months ended 31 March 2013, the Group generated selling and distribution expenses of approximately RMB173,000 (for the three months ended 31 March 2012: RMB191,000), representing a decrease of approximately 9% over the corresponding period of last year. The decrease was primarily attributable to the establishment of strong and mature distribution network in 2012.

Administrative expenses

For the three months ended 31 March 2013, the Group's administrative expenses amounted to approximately RMB1,313,000 (for the three months ended 31 March 2012: RMB1,459,000), representing a decrease of approximately 10% over the corresponding period of last year. The decrease was mainly attributable to the reduction in the number of administrative staff and the cost control on administrative expenses.

Finance costs

During the period, the Group recorded no finance cost (for the three months ended 31 March 2012: Nil).

Profit for the period

For the three months ended 31 March 2013, the Group recorded profit for the period of approximately RMB1,924,000 (for the three months ended 31 March 2012: RMB772,000), representing an increase of approximately 149% over the corresponding period of last year. The increase was attributable to the increase turnover and improved gross profits.

Income tax

Pursuant to the relevant PRC tax regulations, the normal Corporate Income Tax ("CIT") rate is 25%.

No deferred tax was recognised in respect of tax losses due to the unpredictability of future profit streams.

Outlook

The Company's "Pujiang" ("浦江") brand name was awarded as Shanghai Famous Trademark (上海市著名商標) by Shanghai General Administration for Industry and Commerce (上海市工商行政管理局) for the period from 2006 to 2011. In December 2011, the Company's "Pujiang" branded fire extinguishers were awarded as the China Famous Brand (中國著名品牌) and the National Trustworthy Quality Products (全國質量信得過產品) by the China Brand Quality Management Evaluation Centre (中國品牌質量管理評價中心) and the Small and Medium Enterprises Famous Brand Development Committee for China (中國中小企業名牌培育工作委員會) for a valid period of three years. An established brand name will assist the Company in promoting the sales of its products in Shanghai, Zhejiang, Jiangsu, and Guangdong. The Company will continue to engage in advertising and marketing activities to promote the brand name of "Pujiang".

The Company's fire extinguisher products cover three categories, carbon dioxide, water-based, and dry powder, with 31 specifications in total. The wide product range offered by the Company can meet the diversified needs of the customers. In addition, the Company's fire extinguishers, for non-marine use are granted the Certificate for Product Type Approval by the CCCF and its fire extinguishers for marine use are granted the Certificates of Type Approval by the China Classification Society, Shanghai Branch ("CCS"). The Company's pressure cylinders have obtained the manufacture licence in the PRC and they meet the quality standards or requirements of the USA and the European Union. The high quality of the Company's products will enhance the competitiveness in the market.

Future Plan

Measures have been and will be implemented continuously to improve the operation efficiency and to control production costs. Production will be more focused on higher-margin fire extinguishers and aluminum pressure cylinders and production of lower-margin steel pressure cylinders will be reduced to raise the overall profit margin of the Company.

The Company entered into a sales framework agreement with independent third parties Jiangshan Yinjian Fire Prevention Complete Set of Equipment Co., Ltd. (江山市銀劍消防成套設備有限公司) ("Yinjian") and Shanghai Lianmin Fire-Fighting Equipment Co., Ltd. (上海聯閔消防設備有限公司) ("Lianmin") in November 2012 (the "Framework Agreement"). The term of the Framework Agreement commenced from the date of signing to 31 December 2015. According to the Framework Agreement, Yinjian commissioned the Company to design and develop iron casted grooved couplings for fire protection pipes (消防管道鑄鐵溝槽件) and the Company shall be the exclusive supplier of those grooved couplings to Yinjian and Lianmin. The Company can sell the grooved couplings to other third parties in addition to Yinjian and Lianmin.

The Company has extended processing agreement with Shanghai Hurong Fire Equipment Co., Ltd. (上海市滬榮消防器材有限公司) ("Hurong") and sales orders of aluminum alloy cylinders with Shanghai Congfa Industrial Co., Ltd. (上海叢發實業有限公司) ("Congfa") until February 2016 and December 2013 respectively.

The Company will focus more resources on the regions with high demand for its products in the PRC, such as Shanghai, Zhejiang, Jiangsu, and Guangdong.

DIRECTORS' AND SUPERVISORS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2013, the interests and short positions of the Directors and supervisors of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the minimum standards of dealing by Directors as referred to in Rule 5.46 of the Rules Governing the Listing of Securities on the GEM (the "GEM Listing Rules"), were as follows:

Long positions in shares of the Company

Name	Capacity	Number of shares	Approximate percentage of total issued share capital
Mr. Zhou Jin Hui (<i>Note 1</i>)	Held by controlled corporation	133,170,000	71.05%

Note:

1. Liancheng Fire-Fighting Group Company Limited 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. holds 80% of Liancheng Fire-Fighting Group Company Limited and Mr. Zhou Jin Hui owns 58% and 20% of the equity interest in Zhejiang Hengtai Real Estate Joint Stock Co., Ltd. and Liancheng respectively. Accordingly, Mr. Zhou Jin Hui was deemed to be interested in 131,870,000 domestic shares and 1,300,000 H shares in the Company

Save as disclosed above, as at 31 March 2013, none of the Directors and supervisors of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the minimum standards of dealing by Directors as referred to in Rule 5.46 of the GEM Listing Rules.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 March 2013, the following persons (other than the Directors and supervisors of the Company) have interests and short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO:

Long positions in shares of the Company

Name of Shareholders	Capacity	Number 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) (Note 2)	70.36%
	Held by controlled corporation	1,300,000 (Note 2)	0.69%
Mr. Zhou Jin Hui	Held by controlled corporation	131,870,000 (Note 1) (Note 2)	70.36%
	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 corporation	16,628,000 (Note 3)	8.87%

Name of Shareholders	Capacity	Number of shares	Approximate percentage of total registered share capital
Best Forth Limited	Held by corporation	16,628,000 (Note 3)	8.87%
Ample Cheer Limited	Held by corporation	16,628,000 (Note 3)	8.87%
Kingston Finance Limited	Person having a security interest in shares	16,628,000	8.87%

Notes:

1. All represented domestic shares of the Company.
2. Liancheng Fire-Fighting Group Company Limited 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. owns 80% of Liancheng Fire-Fighting Group Company Limited and Mr. Zhou Jin Hui holds 58% and 20% of the equity interest in Zhejiang Hengtai Real Estate Joint Stock Co., Ltd. and Liancheng respectively. 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.
3. Kingston Finance Limited has a security interest in 16,628,000 H Shares of the Company. Ample Cheer Limited, 80% shares of which are held by Best Forth Limited, holds 100% of Kingston Finance Limited. Chu Yuet Wah holds 100% of Best Forth Limited.

Save as disclosed above, the Company has not been notified of any other relevant interests representing 5 percent or more in the issued share capital of the Company as at 31 March 2013.

DIRECTORS' AND SUPERVISORS' INTERESTS IN CONTRACTS

To the best knowledge of the Board, no contracts of significance in relation to the Company's business to which the Company was a party and in which any persons who were Directors or supervisors of the Company during the 3 months ended 31 March 2013 had a material interest, whether directly or indirectly, subsisted at 31 March 2013 or at any time during the 3 months ended 31 March 2013.

MATERIAL ACQUISITION

On 7 November 2012, the Company and its subsidiary entered into Agreements as detailed in note 8.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During the three months ended 31 March 2013, the Company did not purchase, sell or redeem any of the Company's listed securities.

CORPORATE GOVERNANCE

Pursuant to Rule 18.44(2) and Appendix 15 of the GEM Listing Rules, the Company wishes to state that it has complied with all code provisions set out in the Code on Corporate Governance Practices contained in the Appendix 15 of the GEM Listing Rules (the "Code") during the year.

(1) Corporate Governance Practices

The Company is committed to promoting good corporate governance, with the objectives of (i) the maintenance of responsible decision making, (ii) the improvement in transparency regarding the disclosure of information to shareholders, (iii) the continuance of respect for the rights of shareholders and the recognition of the legitimate interests of the shareholders, and (iv) the improvement in management of risk and the enhancement of performance by the Company. The Company has applied in Appendix 15 of the GEM Listing Rules with these objectives in mind.

(2) Directors' Securities Transactions

The Company has adopted a code of conduct regarding directors' securities transactions on terms no less exacting than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiry of the Directors of the Company, all Directors have complied with the required standard of dealings and code of conduct regarding securities transactions by Directors.

AUDIT COMMITTEE

The Company has an audit committee (the “Audit Committee”) established with written terms of reference in compliance with GEM Listing Rules. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal controls of the Group and to provide advice to the Directors of the Company.

The Audit Committee comprises one non-executive Director Ms. Chai Xiao Fang and two independent non-executive Directors of the Company, namely Mr. Yang Chun Bao and Mr. Zhang Cheng Ying.

The Audit Committee has reviewed the Group’s unaudited results for the three months ended 31 March 2013 and has provided advice and comments thereon.

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

Hong Kong, 10 May 2013

As at the date of this announcement, the executive Directors are Mr. Zhou Jin Hui, Mr. Gong Xu Lin 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.

This announcement, for which the Directors collectively and individually accept full responsibilities, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will be published on the GEM website on the “Latest Company Announcement” page for at least 7 days from the date of publication.

* For identification purpose only