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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 OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of Shanghai Qingpu Fire-Fighting Equipment Co., Ltd. (the “**Company**”) will be held at No.1988, Jihe Road, Hua Xin Town, Qingpu District, Shanghai, the PRC on Tuesday, 23 July 2013 at 2:00 p.m. for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolutions (each a “**Resolution**”) as ordinary resolutions of the Company. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 7 June 2013.

- a) the Sale and Purchase Agreement (as supplemented by the Supplemental Agreements), the Supplemental Agreements, the Excluded Interest Agreement and the transactions contemplated under each of them (including the Acquisition and the exclusion of the Excluded Interest in the Acquisition under the Excluded Interest Agreement) be and are hereby approved, confirmed and ratified;
- b) the execution, delivery and performance of the Sale and Purchase Agreement (as supplemented by the Supplemental Agreements), the Supplemental Agreements and the Excluded Interest Agreement and all documents, deeds and agreements contemplated thereunder or incidental thereto by the Company and/or its subsidiary be and are hereby approved, confirmed and ratified;
- c) the transactions contemplated under each of the Sale and Purchase Agreement (as supplemented by the Supplemental Agreements), the Supplemental Agreements and the Excluded Interest Agreement (including the Acquisition and the exclusion of the Excluded Interest in the Acquisition under the Excluded Interest Agreement) and all actions taken or to be taken by the Company and/or its subsidiaries pursuant thereto be and are hereby approved, confirmed and ratified;

- d) any Director be and is hereby authorized to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things, as the case may be, as he may in his discretion consider necessary or expedient to carry out and implement the Sale and Purchase Agreement (as supplemented by the Supplemental Agreements), the Supplemental Agreements, the Excluded Interest Agreement and the transactions contemplated under each of them (including the Acquisition and the exclusion of the Excluded Interest in the Acquisition under the Excluded Interest Agreement) into full effect.”

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

Hong Kong, 7 June 2013

*Principal place of business in Hong Kong:*

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

*Notes:*

- (1) A member of the Company entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (2) A form of proxy for use at the Meeting is enclosed. Whether or not you intend to attend the Meeting in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the Meeting or any adjournment thereof, should he so wish.
- (3) In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 46/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the Meeting or any adjournment thereof.
- (4) In the case of joint holders of shares, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

- (5) The votes for approving all the above Resolutions shall be taken by poll.
- (6) The holders of shares (the “**Shareholders**”) whose names appear on the register of members on 23 June 2013 will be entitled to attend the Meeting. The holders of H shares of the Company (“**H Shares**”) are reminded that the register of members of the Company’s H Shares will be closed from 23 June 2013 to 23 July 2013, both days inclusive, during the period no transfer of H Shares will be effected. All transfers, accompanied by the relevant share certificates, must be lodged for registration with the Company’s H Shares registrar and transfer office, Computershare Hong Kong Investor Services Limited at 46/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 21 June 2013. The holder of H Shares and whose name appears on the register of members of the Company’s H Shares on 23 June 2013 or his/her proxy may attend the Meeting by bringing his/her own identity card or passport. The connected persons of the Acquisition shall abstain from voting in relation to the above resolutions.
- (7) Shareholders who intend to attend the Meeting should complete and return the completed and signed reply slip for attendance to the Company’s Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 46/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong on or before 2 July 2013 in accordance with the instructions printed thereon. Please use the enclosed reply slip or its copy for the purpose of confirmation.

*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 responsibility, 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” for at least 7 days from the date of publication.*

*\* for identification purposes only*