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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**

References are made to (i) the notice of extraordinary general meeting of Shanghai Qingpu Fire-Fighting Equipment Co., Ltd.\* (the “**Company**”) dated 7 June 2013 (the “**EGM Notice**”) in relation to the extraordinary general meeting to be held on 23 July 2013 (the “**EGM**”); (ii) the circular of the Company dated 7 June 2013 in relation to a very substantial acquisition and connected transaction and notice of EGM (the “**Circular**”); (iii) the form of proxy for use for the EGM; (iv) the reply slip for the EGM; (v) the announcement made by the Company on 7 June 2013 in relation to the closure of register of members of the Company for determining the entitlement of the shareholders of the Company to attend and vote at the EGM; and (iv) the announcement made by the Company on 7 June 2013 in relation to alteration and clarification of closure of register of members of the Company (the “**Book Closure Announcement**”). This announcement is made pursuant to the requirement under the Articles of Association of the Company (the “**Articles of Association**”).

Pursuant to Article 66 of the Articles of Association, based on the written replies received twenty days prior to a shareholders’ general meeting, the Company shall calculate the number of voting shares represented by the shareholders intending to attend the meeting and if the number of voting shares represented by the shareholders intending to attend the meeting is not more than half of the total number of the Company’s voting shares, the Company shall within five days inform the shareholders once again of the matters to be examined at the meeting as well as the date and place of the meeting in the form of a public announcement. Upon notification by public announcement, the Company may hold the shareholders’ general meeting. The number of voting shares represented by the shareholders who intend to attend the EGM is less than half of the Company’s total voting shares, calculated based on the written replies received by the Company twenty days before the date of the EGM. Accordingly, the Company hereby gives further notice to the shareholders of the Company that the EGM 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.

- 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, 5 July 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 EGM 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 EGM is enclosed with the EGM Notice. Whether or not you intend to attend the EGM in person, you are encouraged to complete and return the 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 EGM 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 EGM or any adjournment thereof.
- (4) In the case of joint holders of shares, any one of such holders may vote at the EGM, 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 EGM 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) Please refer to the Book Closure Announcement in relation to the shareholders entitled to attend the EGM and the book closure arrangement.

*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*