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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)

**(1) COMPLETION OF VERY SUBSTANTIAL ACQUISITION
AND CONNECTED TRANSACTION;
(2) FULFILLMENT OF THE RESUMPTION CONDITIONS;
AND
(3) RESUMPTION OF TRADING**

Financial Adviser to the Company



The Board is pleased to announce that all the conditions precedent of the Acquisition (including the approval of the Acquisition by the Independent Shareholders) have been fulfilled and the Completion of the Acquisition took place on 29 July 2013. As of the date of this announcement, the Company directly and indirectly holds an effective interest of 99% of the equity interest in Anchor.

The Company is pleased to announce that as at 29 July 2013, all the Resumption Conditions as set out in the letter of the Stock Exchange dated 22 March 2013 have been fulfilled.

Trading in the H Shares has been suspended since 21 December 2006. As all the Resumption Conditions have been fulfilled, an application has been made to the Stock Exchange for the resumption of trading in the H Shares on the GEM with effect from 9:00 a.m. on 1 August 2013.

Reference is made to the circular of Shanghai Qingpu Fire-Fighting Equipment Co., Ltd.* (the “**Company**”) dated 7 June 2013 in relation to the very substantial acquisition and connected transaction (the “**Circular**”) and the notice of extraordinary general meeting of the Company dated 7 June 2013 (the “**EGM Notice**”) in relation to the extraordinary general meeting held on 23 July 2013 (the “**EGM**”). Reference is also made to (i) the announcement of the Company dated 7 November 2012 (the “**Announcement**”) in relation to, among other things, the very substantial acquisition and connected transaction of the Company; (ii) the four announcements of the Company dated 4 December 2012, 31 January 2013, 25 March 2013 and 30 May 2013 in relation to, among other things, the delay in despatch of the Circular; (iii) the two announcements of the Company dated 12 March 2013 and 20

May 2013 in relation to, among other things, the extension of the Long Stop Date (as defined in the Circular) of the Sale and Purchase Agreement (as defined in the Circular); and (iv) the announcement of the Company dated 23 July 2013 in relation to the poll results of the extraordinary general meeting held on 23 July 2013 (the “**EGM Poll Results Announcement**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

COMPLETION OF THE VERY SUBSTANTIAL ACQUISITION AND CONNECTED TRANSACTION

As set out in the Announcement, the Company and Liming, a subsidiary of the Company, as Purchasers, entered into the Sale and Purchase Agreement with Liancheng, a controlling shareholder of the Company and Mr. Wang, an independent third party, as the Vendors (and the Excluded Interest Agreement with the Vendors, Anchor and Special Cylinder as part of the transaction under the Sale and Purchase Agreement), pursuant to which, subject to the terms and conditions thereunder, the Purchasers conditionally agreed to acquire, and the Vendors conditionally agreed to sell the entire equity interest in Anchor (excluding the Excluded Interest). Please refer to the Announcement for further details of the Acquisition.

According to the applicable percentage ratios, the Acquisition exceeds 100% and accordingly constituted a very substantial acquisition for the Company under Chapter 19 of the GEM Listing Rules and is subject to the shareholders’ approval under Chapter 19 of the GEM Listing Rules. As Liancheng is one of the Vendors, the Acquisition and the transactions contemplated under the Sale and Purchase Agreement (as supplemented by the Supplemental Agreements) and the Excluded Interest Agreement therefore also constitute connected transactions for the Company under Chapter 20 of the GEM Listing Rules and are subject to approval by the Independent Shareholders at the EGM and the relevant requirements under Chapter 20 of the GEM Listing Rules.

As set out in the Circular and the EGM Notice, the EGM would be held on 23 July 2013 to, among others, approve 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).

As set out in the EGM Poll Results Announcement, the Independent Shareholders of the Company approved all the resolution proposed at the EGM including the approval of 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).

The Board is pleased to announce that all the conditions precedent of the Acquisition (including the approval of the Acquisition by the Independent Shareholders) have been fulfilled and the Completion of the Acquisition took place on 29 July 2013. As of the date of this announcement, the Company

directly and indirectly holds an effective interest of 99% of the equity interest in Anchor (in which 90% of equity interest in Anchor is directly held by the Company whilst 10% is directly held by Liming, of which 90% of its equity interest is owned by the Company).

FULFILLMENT OF THE RESUMPTION CONDITIONS

Trading in the H Shares on the GEM has been suspended since 21 December 2006. As mentioned in the announcement of the Company dated 26 March 2010, the Stock Exchange proposed to exercise its right to cancel the listing of the H Shares on the GEM under Rule 9.14 of the GEM Listing Rules. Under Rule 9.15 of the GEM Listing Rules, the Stock Exchange served a notice on 26 February 2010 to the Company giving a period of six months for the submission of a viable resumption proposal to the Stock Exchange.

On 10 August 2010, the Company submitted a proposal for resumption of trading of the H Shares (the “**Resumption Proposal**”) to the Stock Exchange and subsequently made further submissions and amendments to the Resumption Proposal. By a letter dated 22 March 2013, the Stock Exchange informed the Company that the GEM Listing Committee decided to allow the Company to proceed with the resumption proposal submitted by the Company dated 18 March 2013 subject to satisfying the following Resumption Conditions by 31 July 2013:

- (1) completion of the acquisition of Anchor; and
- (2) inclusion of the shareholder circular:
 - (a) a profit forecast of the enlarged Group for the year ending 31 December 2013 together with reports from its auditors and financial adviser under paragraph 29(2) of Appendix 1b of the GEM Listing Rules; and
 - (b) a pro forma balance sheet of the enlarged Group upon completion of the resumption proposal submitted by the Company dated 18 March 2013 and a comfort letter from its auditors under Rule 7.31 of the GEM Listing Rules.

The Company is pleased to announce that as at 29 July 2013, all the above Resumption Conditions have been fulfilled and details in relation to the fulfilment of each of the above Resumption Conditions are set out below:

- (1) as set out above in the section headed “Completion of the Very Substantial Acquisition and Connected Transaction” in this announcement, completion of the Acquisition took place on 29 July 2013; and
- (2) the Circular which included the documents mentioned in the Resumption Conditions (2) above was despatched to the Shareholders on 7 June 2013.

GENERAL

As at the date of this announcement, Liancheng holds 131,870,000 Domestic Shares (approximately 70.36% of the issued shares of the Company) and one of its associates, Liancheng HK, holds 1,300,000 H Shares (approximately 0.69% of the issued shares of the Company). The remaining shares of the Company are held by the public. Liancheng and its beneficial owners have no intention or plan to dispose of its controlling interest in the Company within 24 months after the Resumption and all Directors will remain with the Board immediately after the Resumption.

Upon completion of the Acquisition, the principal business of the Group includes manufacture and sales of fire-fighting equipment and pressure vessels, and provision of fire-testing services. The Company, the Directors and Liancheng do not have any present agreement, arrangement, negotiation, plan and/or intention about any acquisition, disposal of company or assets, and/or to carry out a principal business other than the existing business of the Company (whether concluded or not) within 24 months after the Resumption.

In respect of the profit forecast of the Enlarged Group for the year ending 31 December 2013 (the “**Forecast Period**”) as set out in Appendix IV to the Circular (the “**Profit Forecast**”), the Company will issue an announcement if an event, which would have a material impact on the Profit Forecast, would occur during the Forecast Period.

APPLICATION FOR RESUMPTION OF TRADING IN THE H SHARES OF THE COMPANY

Trading in the H Shares has been suspended since 21 December 2006. As all the Resumption Conditions have been fulfilled, an application has been made to the Stock Exchange for the resumption of trading in the H Shares on the GEM with effect from 9:00 a.m. on 1 August 2013.

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

Hong Kong, 30 July 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 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*