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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 AND NEW ELECTION OF DIRECTORS,  
NEW ELECTION OF SUPERVISORS,  
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the Annual General Meeting of the Company, to be held at No. 1988, Jihe Road, Hua Xin Town, Qingpu District, Shanghai, the PRC on Monday 11 April 2011 at 3:00 p.m. is set out on pages 23 to 25 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 48 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.

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 Growth Enterprise Market 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.qianlong.com.cn](http://www.qianlong.com.cn).

21 February 2011

\* For identification purpose only

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## CHARACTERISTIC OF GEM

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**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

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*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 No. 1988, Jihe Road, Hua Xin Town, Qingpu District, Shanghai, the PRC on Monday 11 April 2011 at 3:00 p.m.
“Articles of Association”	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 Growth Enterprise of the Stock Exchange
“GEM Listing Rules”	Rules Governing the Listing of Securities on The Growth Enterprise Market 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”	12 February 2011, 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

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## DEFINITIONS

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“SFO”	Securities and Futures Ordinance, Chapter 571, Laws of Hong Kong
“Share(s)”	Share(s) of all classes in the capital of the Company
“Shareholders”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers

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LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Zhou Jin Hui  
Mr. Chen Shi Da  
Mr. Hu Jing Hai  
Mr. Zheng Yi Song  
Mr. Rao Jun Xi

*Registered office:*

1988 Jihe Road,  
Hua Xin Town,  
Qingpu District, Shanghai,  
People's Republic of China

*Non-executive Directors:*

Ms. Chai Xiao Fang  
Mr. Gong Xu Lin  
Ms. Wang Xiang

*Principal place of business*

*in Hong Kong:*

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

*Independent non-executive Directors:*

Mr. Chen Wen Gui  
Mr. Wang Guo Zhong  
Mr. Yang Chun Bao  
Mr. Zhang Cheng Ying

21 February 2011

*To the Shareholders*

Dear Sir/Madam,

**PROPOSAL FOR GENERAL MANDATES TO ISSUE SHARES  
AND REPURCHASE SHARES,  
RE-ELECTION AND NEW ELECTION OF DIRECTORS,  
NEW ELECTION OF SUPERVISORS  
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION  
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) present the proposal for the re-election and new election of Directors; (iii) present the proposal for the new election of supervisors; (iv) present the proposal for amendments to the Articles of Association; and (v) give you notice of the AGM.

\* For identification purposes only

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## LETTER FROM THE BOARD

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### 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.

Ordinary Resolutions Nos. 5, 6 and 7 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. 5 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. 6; 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. 6.

In respect of Ordinary Resolution No. 5, 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 2012, 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 AND NEW ELECTION OF DIRECTORS

The existing Board comprises of 12 members, including five executive Directors, Mr. Chen Shi Da, Mr. Hu Jing Hai, Mr. Zheng Yi Song, Mr. Zhou Jin Hui and Mr. Rao Jun Xi, three non-executive Directors, Ms. Chai Xiao Fang, Mr. Gong Xu Lin and Ms. Wang Xiang, and four independent non-executive Directors, Mr. Chen Wen Gui, Mr. Wang Guo Zhong, Mr. Yang Chun Bao and Mr. Zhang Cheng Ying. Their term of office will end upon the conclusion of up-coming AGM.

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## **LETTER FROM THE BOARD**

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Mr. Zhou Jin Hui, Mr. Gong Xu Lin, Ms. Chai Xiao Fang, Ms. Wang Xiang, Mr. Wang Guo Zhong, Mr. Yang Chun Bao and Mr. Zhang Cheng Ying who will retire at the up-coming AGM offer themselves for re-election. In addition, the Board proposes to elect Mr. Shen Jian Zhong as a new Executive Director of the Company. All the Directors elected in the AGM will hold office for a term of three years.

The biographical information of the Directors proposed to be re-elected or elected at the AGM is set out in Appendix II to this circular.

### **NEW ELECTION OF SUPERVISORS**

In accordance with Articles 124 of the Company's Articles of Association, two-thirds of Supervisors shall be elected at general meetings of the Company for a term of three years. The former Supervisors, Mr. Tang Cheng, Mr. Wang Kou Cheng and Mr. Liu Xiong De, have all resigned from their positions. As such, new appointment of Supervisors is subject to the election at the AGM. The Board proposes to elect Mr. Mao Jiang Wei, Mr. Zhao Da Rong and Mr. Wan Xi Zhong as new Supervisors of the Company.

The biographical information of the Supervisors proposed to be elected at the AGM is set out in Appendix III to this circular.

### **PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION**

The Directors proposed to amend the Articles of Association of the Company. The proposed amendments were made for the following reasons:

- (1) The original version of the articles of association of the Company (the "Old Articles") was adopted by the Company on 17 January 2003. After the adoption of the Old Articles, a new set of company law (the "New Company Law") was promulgated and came into force in the PRC as of 1 January 2006. The Board considers it necessary to amend the Old Articles to conform to the New Company Law.
- (2) Article 101 of the Old Articles stipulated that the Board is to be composed of 13 board members. The Board considers 13 board members are too expensive for the company of this size and hence the Board proposes to amend the number to 8 board members instead.

Details of the proposed amendments to the Articles of Association are set out in the Appendix IV of this circular. A special resolution will be proposed at the AGM to seek the approval of the Shareholders of the proposed amendments to the Articles of Association.

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## LETTER FROM THE BOARD

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### AGM

The notice convening the AGM (as appearing on pages 23 to 25 of this circular) sets out ordinary resolutions to approve the grant of the Issue Mandate and the Repurchase Mandate, the re-election and new election of Directors, the new election of supervisors and special resolution to approve the amendments to the Articles of Association.

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 head office and 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 48 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**  
*Director*

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 2009 (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 of Association of the Company.

#### 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:

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 ( <i>Note 1</i> )	70.36%
	Held by controlled corporation	1,300,000	0.69%
Zhejiang Hengtai Real estate Joint Stock Co., Ltd. ( <i>Note 2</i> )	Held by controlled corporation	133,170,000	71.05%
Mr. Zhou Jin Hui ( <i>Note 2</i> )	Held by controlled corporation	133,170,000	71.05%
Mr. Rao Jun Xi ( <i>Note 3</i> )	Held by controlled corporation	133,170,000	71.05%
Victory Investment China Group Ltd.	Beneficial owner	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. Zhenjiang Hengtai Real Estate Joint Stock Co., Ltd. owns 90% of Liancheng Fire-Fighting Group Company Limited and Mr. Zhou Jin Hui owns 58% of Zhenjiang Hengtai Real Estate Joint Stock Co., Ltd. Accordingly, Zhenjiang 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. 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. Zhenjiang Hengtai Real Estate Joint Stock Co., Ltd. owns 90% of Liancheng Fire-Fighting Group Company Limited and Mr. Rao Jun Xi owns 3% of Zhenjiang Hengtai Real Estate Joint Stock Co., Ltd. Accordingly, Mr. Rao Jun Xi was deemed to be interested in 131,870,000 domestic shares and 1,300,000 H shares in the Company.

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 Fire-Fighting Group Company Limited, Mr. Zhou Jin Hui and Mr. Rao Jun Xi 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 held 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**

Trading in the H Shares of the Company has been suspended with effect from 9:30 a.m. on 21 December 2006. As such, the highest and lowest prices at which the H Shares were traded on the GEM in each of the previous twelve months immediately prior to the Latest Practicable Date were not available.

As required by the Listing Rules, the following are the particulars of the Directors proposed to be re-elected at the AGM:

**Mr. ZHOU Jin Hui**

Mr. ZHOU Jin Hui, aged 40, was appointed as Executive Director of the Company on 30 July 2009. Mr. Zhou is the director of Liancheng Fire Protection Group (Hong Kong) Company Limited (“Liancheng HK”), Liancheng Fire-Fighting Group Company Limited (聯城消防集團股份有限公司) (“Liancheng”), Zhejiang Hengtai Real Estate Joint Stock Co., Ltd (浙江恒泰房地產股份有限公司) (“Hengtai Real Estate”) and Jiangshan Construction Decoration Engineering Ltd.(江山市建築裝飾配套工程有限公司) (“Jiangshan Construction”). Mr. Zhou does not hold any directorship in any listed public company in the last three years.

As at the Latest Practicable Date, Liancheng is the beneficial owner of 131,870,000 domestic shares and Liancheng HK is the beneficial owner of 1,300,000 H shares of the Company. Liancheng HK is wholly owned by Liancheng, which is then owned by Hengtai Real Estate and Rao Jun Xi as to 90% and 10% respectively. Hengtai Real Estate is owned by Mr. Zhou as to 58%. By virtue of Mr. Zhou’s indirect interest in the Company, Mr. Zhou is deemed to be interested in the same 131,870,000 domestic shares held by Liancheng and 1,300,000 H shares held by Liancheng HK under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”). Save as disclosed above, Mr. Zhou does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. Mr. Zhou does not have any other interest (within the meaning of Part XV of the SFO) in any securities of the Company.

Mr. Zhou does not enter into a service contract with the Company.

Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements set out in rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders in respect of Mr. Zhou’s re-election.

**Mr. SHEN Jian Zhong**

Mr. SHEN Jian Zhong, aged 46, graduated from Shanghai Machinery Manufacturing School (上海機械製造學校). Mr. Shen had been the general manager/deputy general manager of Shanghai Sanhe Water & Electric Equipment Factory (上海三和水利電力設備廠), Shanghai High Pressure Container Company Limited (上海高壓容器有限公司), and 上海清江特種氣體有限公司. Mr. Shen has not held any directorship with any listed company in the last three years.

Mr. Shen does not enter into a service contract with the Company. Mr. Shen does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. He does not have any interests in Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements set out in rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules in respect of Mr. Shen and there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Shen's appointment.

**Mr. GONG Xu Lin**

Mr. Gong Xu Lin, aged 36, was appointed as Non-Executive Director of the Company on 7 August 2009. Mr. Gong is the manager of Liancheng Fire-Fighting Group Company Limited (聯城消防集團股份有限公司) ("Liancheng"). Prior to working with Liancheng, he has been an executive of the Bureau of Justice in Jiangshan City (江山市司法局). Mr. Gong graduated from Zhejiang Law School (浙江法律學校) and completed the law programme jointly organized by China Central Radio & TV University (中央廣播電視大學) and China University of Political Science and Law (中國政法大學). Mr. Gong has not held any directorship with any listed company in the last three years.

Mr. Gong does not enter into a service contract with the Company. Mr. Gong does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. He does not have any interests in Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements set out in rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules in respect of Mr. Gong and there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Gong's re-election.

**Ms. CHAI Xiao Fang**

Ms. Chai Xiao Fang, aged 47, was appointed as Non-Executive Director of the Company on 30 July 2009, is the financial controller and deputy general manager of Hengtai Real Estate. Ms. Chai completed the training programs for senior manager and financial controller in Tsinghua University in 2006. In addition, she completed the accountancy program in Zhejiang Province Zhonghua Accountancy College (浙江省中華會計函授學院), the economic and management program in Hangzhou University (杭州大學), and the law program in China University of Geosciences (中國地質大學). Ms. Chai has not held any directorship with any listed company in the last three years.

Ms. Chai does not enter into a service contract with the Company. Ms. Chai does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. She does not have any interests in Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements set out in rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules in respect of Ms. Chai and there are no other matters that need to be brought to the attention of the Shareholders in respect of Ms. Chai's re-election.

**Ms. WANG Xiang**

Ms. Wang Xiang, aged 49, was appointed as Non-Executive Director of the Company on 7 August 2009. Ms. Wang is the chief financial controller and deputy general manager of Shanghai Huasheng. Prior to working in Shanghai Huasheng, Ms. Wang was the chief accountant and assistant to the general manager of Shanghai Moshida Enterprise Development Company Limited (上海魔士達企業發展有限公司). Ms. Wang completed the Economic Management Programme (經濟管理) in Nanjing Institute of Political Studies of the People's Liberation Army of China (中國人民解放軍南京政治學院), holds the degree of Master of Business Administration from InterAmerican University and the professional postgraduate degree of Management Science and Engineering (管理科學與工程) from Shanghai University (上海大學). She is a certified internal auditor under China Institute of Internal Audit (中國內部審計協會) and a qualified accountant under Shanghai Light Industry Bureau Intermediate Accounting Sector (上海市輕工業局會計系列中級). She is also a certified senior business operator recognized by the Occupational Skill Testing and Instruction Centre of China (中國商業職業技能鑒定指導中心) and the State Senior Business Operator Assessment Committee (全國高級經營師評審委員會). She is a qualified Chinese Certified Public Accountant as recognized by the Ministry of Finance Chartered Public Accountant Examination Committee (財政部註冊會計師考試委員會). Ms. Wang has not held any directorship with any listed company in the last three years.

Ms. Wang does not enter into a service contract with the Company. Ms. Wang does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. She does not have any interests in Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements set out in rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules in respect of Ms. Wang and there are no other matters that need to be brought to the attention of the Shareholders in respect of Ms. Wang's re-election.

**Mr. WANG Guo Zhong**

Mr. Wang Guo Zhong, aged 51, was appointed as Independent Non-Executive Director of the Company in October 2000. Mr. Wang graduated from Shanghai Fudan University with a bachelor degree in law in April 1983. Mr. Wang is currently an officer of Shanghai Golden Horse Law Firm (上海金馬律師事務所). Mr. Wang has not held any directorship with any listed company in the last three years.

Mr. Wang does not enter into a service contract with the Company. Mr. Wang does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. He does not have any interests in Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements set out in rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules in respect of Mr. Wang and there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Wang's re-election.

**Mr. ZHANG Cheng Ying**

Mr. Zhang Cheng Ying, aged 64, was appointed as Independent Non-Executive Director of the Company on 7 August 2009. Mr. Zhang was Secretary for the Zhejiang Provincial State-owned Assets Supervision and Administration Commission (浙江省國有資產管理局), and the commissioner and deputy commissioner of the Ministry of Finance (財政部), and has various working experience in the government departments of the People's Republic of China (including Province Civil Air Defense Office (省人民防空辦公室) and Finance Department of Zhejiang Province Finance Supervisory Commissioner Office (財政部駐浙江省財政監察專員辦事處)) during the years from 1971 to 2005. Mr. Zhang is also the independent director of two other companies listed on the Shenzhen Stock Exchange, namely China Garments Company Limited (中國服裝股份有限公司) and SOYEA Technology Co., Ltd (數源科技股份有限公司).

Mr. Zhang does not enter into a service contract with the Company. Mr. Zhang does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. He does not have any interests in Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements set out in rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules in respect of Mr. Zhang and there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Zhang's re-election.

**Mr. YANG Chun Bao**

Mr. Yang Chun Bao, aged 53, was appointed as Independent Non-Executive Director of the Company in October 2000. Mr. Yang was graduated from Mcdonna University in Livonia Michigan in the U.S. with a master degree in business administration in July 1999. Mr. Yang is a qualified accountant and is the deputy supervisor with Shanghai Huashen Certified Public Accountants (上海華申會計師事務所副主任). Mr. Yang has not held any directorship with any listed company in the last three years.

Mr. Yang does not enter into a service contract with the Company. Mr. Yang does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. He does not have any interests in Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, there is no information to be disclosed pursuant to any of the requirements set out in rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules in respect of Mr. Yang and there are no other matters that need to be brought to the attention of the Shareholders in respect of Mr. Yang's re-election.

**Mr. MAO Jiang Wei**

Mr. Mao, aged 48, graduated from the Southwest Jiaotong University (西南交通大學) majoring in fire-fighting engineering. He had been the manager of the Operating Department for Security Equipment in Shanghai Yingan Trading Centre (上海瀛安貿易中心), and general manager of 上海福肯斯消防科技有限公司, etc. Mr. Mao has over 20 years of experience in corporate management.

**Mr. ZHAO Da Rong**

Mr. Zhao, aged 41, graduated from 上海安亭師範學校 in 1988. Mr. Zhao joined the Company as deputy office manager in 2006. Prior to that, Mr. Zhao had been the office manager of various large corporations in Shanghai.

**Mr. WAN Xi Zhong**

Mr. Wan, aged 49, was graduated from 江西省兵器技工學校機械製造專業. Mr. Wen department head and chief engineer in 寶鋼集團人民機械廠 and the Company. Mr. Wen has over 25 years of experience in the gas cylinder business.

**1. Amendments to Article 10 of the Articles of Association**

Article 10                      The Company may invest in other limited liability companies and joint stock limited companies and accept liability in respect of such companies up to the amount of its investment in such companies. The Company shall not become a shareholder with unlimited liability of any other profit-making organizations. Subject to the approval of the company examination and approval authorities authorized by the State Council, the Company may, in accordance with its operating and management needs, operate as a holding company as provided under Provision 2 of Article 10 of the Company Law.

To be amended as:

Article 10                      The Company may invest in other limited liability companies and joint stock limited companies and accept liability in respect of such companies up to the amount of its investment in such companies.

**2. Amendments to Article 20 of the Articles of Association**

Article 20                      Upon obtaining approval of the company examination and approval authorities authorized by the State Council, the Company may issue a total of 13,187,000 ordinary shares, each with a par value of RMB1. Upon its incorporation, the Company issued 13,187,000 shares to the promoters, representing 100% of the total number of ordinary shares issuable by the Company. Of which 6,330,000 shares were subscribed for by Shanghai Huasheng Enterprises (Group) Company Limited, representing 48% of the total number of ordinary shares issuable by the Company upon incorporation; Shanghai APEX Venture Capital Management Co., Ltd. subscribed for 1,262,000 shares, representing 9.6% of the total number of ordinary shares issuable by the Company upon incorporation; Shanghai Hede Investment and Consultation Company Limited subscribed for 841,000 shares, representing 6.4% of the total number of ordinary shares issuable by the Company upon incorporation; Fuzhou Tung Shing Trade Company Limited subscribed for 841,000 shares, representing 6.4% of the total number of ordinary shares issuable by the Company upon incorporation; Wang Zhi Yu subscribed for 1,407,000 shares, representing 10.6% of the total number of ordinary shares issuable by the Company upon incorporation; Wang Liang Fa subscribed for 1,187,000 shares, representing 9% of the total number of ordinary shares issuable by the Company upon incorporation; Jiang Zhou subscribed for 1,319,000 shares, representing 10% of the total number of ordinary shares issuable by the Company upon incorporation. Upon obtaining approval of the competent authorities of securities under the State Council, the shares were subdivided on the basis of 10 shares for 1 existing share.

The Company made its first increase of capital after its incorporation by issuing not less than 56,516,000 H shares, representing not less than 30% of the total number of ordinary shares issuable by the Company.

Subsequent to the aforesaid share subdivision and increase of capital, the shareholding structure of the Company shall be: not less than 188,386,000 ordinary shares, of which promoters altogether hold up to 13,187,000 shares, representing not more than 70% of the total number of ordinary shares issuable by the Company, and holders of H shares hold not less than 56,516,000 H shares, representing not less than 30% of the total number of ordinary shares issuable by the Company.

With respect to each of the above changes in registered share capital, the Company will ascertain the exact amount of its registered share capital in accordance with the capital verification report issued by registered accountants and register the change in share capital with the Shanghai Administration for Industry and Commerce and report the same to the competent authorities for record.

To be amended as:

Article 20

Upon obtaining approval of the company examination and approval authorities authorized by the State Council, the Company may issue a total of 13,187,000 ordinary shares, each with a par value of RMB1. Upon its incorporation, the Company issued 13,187,000 shares to the promoters, representing 100% of the total number of ordinary shares issuable by the Company. Upon obtaining approval of the competent authorities of securities under the State Council, The Company made its first increase of capital after its incorporation by issuing not less than 56,516,000 H shares, representing not less than 30% of the total number of ordinary shares issuable by the Company.

Subsequent to the aforesaid share subdivision and increase of capital, the shareholding structure of the Company shall be: Liancheng Fire-Fighting Group Company Limited holds 131,870,000 domestic shares with a par value of \$0.1 each, accounting for 70.36% of the entire share capital, while holders of H shares hold 55,560,000 H shares with a par value of \$0.1 each, accounting for 29.64% of the entire share capital.

With respect to each of the above changes in registered share capital, the Company will ascertain the exact amount of its registered share capital in accordance with the capital verification report issued by registered accountants and register the change in share capital with the Shanghai Administration for Industry and Commerce and report the same to the competent authorities for record.

**3. Amendments to Article 23 of the Articles of Association**

Article 23                      The registered share capital of the Company shall be RMB18,838,600. The amount registered with the Shanghai Administration for Industry and Commerce's shall prevail.

To be amended as:

Article 23                      The registered share capital of the Company shall be RMB18,743,000. The amount registered with the Shanghai Administration for Industry and Commerce's shall prevail.

**4. Provision 2 of Article 52 of the Articles of Association**

Provision 2 of                      Any holder of domestic shares who has lost his share certificate may  
Article 52                      apply for a new certificate in accordance with Article 150 of the Company Law.

To be amended as:

Provision 2 of                      Any holder of domestic shares who has lost his share certificate may  
Article 52                      apply for a new certificate in accordance with Article 144 of the Company Law.

**5. Article 85 of the Articles of Association**

Article 85                      The following matters shall be resolved by a special resolution at a general meeting:

- (1) the increase or decrease of share capital and the issuance of shares of any class, warrants and other similar securities by the Company;
- (2) the issuance of debentures of the Company;
- (3) the division, merger, dissolution and liquidation of the Company;
- (4) amendments to the Articles of Association;
- (5) Subject to the provisions of laws and without prejudice to any claim made under any contract, the Company is entitled to remove a director (including managing director or other executive directors) by a special resolution at a general meeting before expiration of his/her term of office;

- (6) any other matters considered by shareholders at a general meeting, by way of an ordinary resolution, to be of a nature which may have material impact on the Company and shall be adopted by a special resolution.

To be amended as:

**Article 85**

The following matters shall be resolved by a special resolution at a general meeting:

- (1) the increase or decrease of share capital and the issuance of shares of any class, warrants and other similar securities by the Company;
- (2) the issuance of debentures of the Company;
- (3) the division, merger, dissolution and liquidation of the Company;
- (4) amendments to the Articles of Association;
- (5) any other matters considered by shareholders at a general meeting, by way of an ordinary resolution, to be of a nature which may have material impact on the Company and shall be adopted by a special resolution.

**6. Article 91 of the Articles of Association**

**Article 91**

If vote-taking is carried out at a general meeting, the result thereof shall be recorded in the minutes of the meeting. Information recorded in the minutes includes:

- (1) total number of shares carrying voting rights held by shareholders present at the general meeting and its proportion in the total number of shares of the Company;
- (2) the date and venue of the meeting;
- (3) the name of chairman and agenda of the meeting;
- (4) summary of opinions expressed by each spokesman on each motion;
- (5) the voting result of each resolution;

- (6) inquiries and suggestions raised by shareholders and the replies or explanations from the Board and the board of supervisors thereon;
- (7) other matters that should be contained in the minutes in the opinion of shareholders at the general meeting or as required by the Articles of Association.

The proceedings of a general meeting shall be recorded in minutes which shall be signed by the directors attending the meeting. The minutes of the meeting together with the signature book of shareholders present at the meeting and the proxy forms shall be kept at the registered address of the Company. The above minutes, signature book and proxy forms shall be kept for at least ten years.

The number of shareholders present at the meeting, number of shares held thereby, powers of attorney, the voting result of each resolution, minutes and the legality of the meeting's procedure shall be opined by lawyers in writing form.

To be amended as:

Article 91

If vote-taking is carried out at a general meeting, the result thereof shall be recorded in the minutes of the meeting. Information recorded in the minutes includes:

- (1) total number of shares carrying voting rights held by shareholders present at the general meeting and its proportion in the total number of shares of the Company;
- (2) the date and venue of the meeting;
- (3) the name of chairman and agenda of the meeting;
- (4) summary of opinions expressed by each spokesman on each motion;
- (5) the voting result of each resolution;
- (6) inquiries and suggestions raised by shareholders and the replies or explanations from the Board and the board of supervisors thereon;
- (7) other matters that should be contained in the minutes in the opinion of shareholders at the general meeting or as required by the Articles of Association.

The proceedings of a general meeting shall be recorded in minutes which shall be signed by the directors attending the meeting. The minutes of the meeting together with the signature book of shareholders present at the meeting and the proxy forms shall be kept at the registered address of the Company.

The above minutes, signature book and proxy forms shall be kept for at least ten years.

**7. Article 101 of the Articles of Association**

Article 101                      The Company has set up a board of directors, which is comprised of 13 directors, among which two or more shall be independent (non-executive) directors (namely directors that are independent of the Company's shareholders and do not hold any positions in the Company, and the same hereinafter). The Board has 1 chairman and 1 vice-chairman.

The Board is independent of the controlling unit (namely companies or business units which enjoy the legal person status over the shareholding of the Company, and the same hereinafter). More than half of the members of the Board shall be external directors (namely directors who do not hold any positions within the Company, and the same hereinafter) and there shall be more than two independent directors (namely directors that are independent of the Company's shareholders and do not hold any positions in the Company, and the same hereinafter) serving the Board.

To be amended as:

Article 101                      The Company has set up a board of directors, which is comprised of 8 directors. The Board has 1 chairman and 1 vice-chairman. The Board is independent of the controlling unit (namely companies or business units which enjoy the legal person status over the shareholding of the Company, and the same hereinafter).

More than half of the members of the Board shall be external directors (namely directors who do not hold any positions within the Company, and the same hereinafter) and there shall be 3 independent directors (namely directors that are independent of the Company's shareholders and do not hold any positions in the Company, and the same hereinafter) serving the Board.

**8. Article 110 of the Articles of Association**

Article 110 Notice of meetings and extraordinary meetings of the Board shall be delivered by the means and at the times as follows:

- (1) No advance notice is required if the timing and venue of a regular meeting have been decided by the Board in advance.
- (2) In case it is required to hold a Board meeting on urgent matters, the chairman shall instruct the secretary to the Board to notify all Directors and supervisors of the time and venue of the extraordinary Board meeting through telegraph, telex, fax, express mail, registered mail or in person at least seven days and at most ten days before the holding of the extraordinary Board meeting.
- (3) If the Board has not decided the timing and venue of a meeting, the Chairman shall, through the secretary of the Board, notify all Directors and chairman of the board of supervisors of the time and venue of the Board meeting by telex, telegraph, fax, express mail or registered mail or in person at least ten days in advance.
- (4) Such notice shall be in Chinese, with English version when necessary, and shall include the meeting agenda.

Any important resolution of the Board shall be informed to all executive Directors and external Directors within the timeframe provided by the article. Sufficient information shall be provided and the stipulated procedure shall be abided by. Directors are entitled to demand supplementary documents. Where more than a quarter of Directors or more than two external Directors hold the opinion that such information is not sufficient or the proof is not clear, they may propose jointly to postpone the meetings of the Board or the discussion of certain issues of such meetings, and this proposal shall be adopted by the Board.

Directors who are absent from a meeting and have not raised objection concerning their failing to have received the notice of the meeting before or at the meeting shall be deemed to have been issued the notice of meeting.

Any regular or extraordinary meetings of the Board may be held by way of telephone conference or similar communication equipment so long as all Directors participating in the meeting can clearly hear and communicate with each other. All such Directors shall be deemed to be present in person at the meeting.

To be amended as:

Article 110 Notice of meetings and extraordinary meetings of the Board shall be delivered by the means and at the times as follows:

- (1) No advance notice is required if the timing and venue of a Board meeting have been decided by the Board in advance.
- (2) In case it is required to hold an extraordinary Board meeting, the chairman shall instruct the secretary to the Board to notify all Directors, supervisors and general managers of the time and venue of the extraordinary Board meeting through telegraph, telex, fax, express mail, registered mail or in person at least seven days and at most ten days before the holding of the extraordinary Board meeting.
- (3) If the Board has not decided the timing and venue of a meeting, the Chairman shall, through the secretary of the Board, notify the Directors, supervisors and general managers of the time and venue of the Board meeting by telex, telegraph, fax, express mail or registered mail or in person at least ten days in advance.
- (4) Such notice shall be in Chinese, with English version when necessary, and shall include the meeting agenda.

Any important resolution of the Board shall be informed to all Directors within the timeframe provided by the article. Sufficient information shall be provided and the stipulated procedure shall be abided by. Directors are entitled to demand supplementary documents. Where more than a quarter of Directors or more than two external Directors hold the opinion that such information is not sufficient or the proof is not clear, they may propose jointly to postpone the meetings of the Board or the discussion of certain issues of such meetings, and this proposal shall be adopted by the Board.

Directors who are absent from a meeting and have not raised objection concerning their failing to have received the notice of the meeting before or at the meeting shall be deemed to have been issued the notice of meeting.

Any regular or extraordinary meetings of the Board may be held by way of telephone conference or similar communication equipment so long as all Directors participating in the meeting can clearly hear and communicate with each other. All such Directors shall be deemed to be present in person at the meeting.

9. Article 112 of the Articles of Association

Article 112 Directors shall attend the meetings of the Board in person. Where a director is unable to attend a meeting for any reason, he may appoint another director by a written power of attorney to attend the meeting on his behalf. The power of attorney shall set out the scope of authorization. A director appointed as a representative of another director to attend the meeting shall exercise the rights of a director within the scope of authority conferred by the appointing director. Where a director is unable to attend a meeting of the Board, and has not appointed a representative to attend the meeting on his behalf, he shall be deemed to have waived his right to vote at the meeting.

As to any issue that needs to be considered and approved at an extraordinary Board meeting, if the proposed resolution has been distributed in writing to all Directors by the Board, and if the number of Directors who have agreed to the resolution by signing it has reached the quorum as stipulated in Article 111 of the Articles of Association, a valid resolution can be made accordingly, and no meeting of the Board is required.

To be amended as:

Article 112 Directors shall attend the meetings of the Board in person. Where a director is unable to attend a meeting for any reason, he may appoint another director by a written power of attorney to attend the meeting on his behalf. The power of attorney shall set out the scope of authorization. A director appointed as a representative of another director to attend the meeting shall exercise the rights of a director within the scope of authority conferred by the appointing director. Where a director is unable to attend a meeting of the Board, and has not appointed a representative to attend the meeting on his behalf, he shall be deemed to have waived his right to vote at the meeting.

If any Director fails to attend two Board meetings in person consecutively nor does he appoint other director as his alternate to attend such meetings, he shall be deemed to be incapable of discharging his duties. The Board shall propose to remove such director at a general meeting.

As to any issue that needs to be considered and approved at an extraordinary Board meeting, if the proposed resolution has been distributed in writing to all Directors by the Board, and if the number of Directors who have agreed to the resolution by signing it has reached the quorum as stipulated in Article 111 of the Articles of Association, a valid resolution can be made accordingly, and no meeting of the Board is required.

**10. Article 125 of the Articles of Association**

Article 125 Directors, general managers, deputy general managers and financial controllers of the Company shall not act concurrently as supervisors.

To be amended as:

Article 125 Directors, general managers, deputy general managers, financial controllers and secretary to the Board shall not act concurrently as supervisors.

**11. Article 181 of the Articles of Association**

Article 181 The merger of the Company may take the form of either merger by acquisition or merger by the establishment of a new company:

In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days of the date of the Company's merger resolution and shall publish an announcement in the *China Securities Journal* at least three times within 30 days of the date of the Company's merger resolution. Any creditor shall, within 30 days upon receipt of notice or, if no notice has been received, within 90 days after the first announcement, be entitled to require the Company to pay off the relevant debts or provide proper security. No merger shall be conducted if the Company fails to pay off such debts or provide such proper security.

After merger, any rights in relation to debtors and any indebtedness of each of the merged parties shall be assumed by the Company which survives the merger or the newly established company.

To be amended as:

Article 181 The merger of the Company may take the form of either merger by acquisition or merger by the establishment of a new company:

In the event of a merger, the merging parties shall execute a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within 10 days of the date of the Company's merger resolution and shall publish an announcement in the *China Securities Journal* at least three times within 30 days of the date of the Company's merger resolution. Any creditor shall, within 30 days upon receipt of notice or, if no notice has been received, within 45 days after the first announcement, be entitled to require the Company to pay off the relevant debts or provide proper security.



**13. Article 187 of the Articles of Association**

Article 187                      The liquidation committee shall, within 10 days of its establishment, send notices to creditors and shall, within 60 days of its establishment, publish an announcement three times on a newspaper. A creditor shall, within 30 days of receipt of the notice or, for creditors who have not received such notice, within 90 days of the date of the first announcement, claim its rights to the liquidation committee. Rights that are not claimed within the said period shall be deemed to have been renounced.

In claiming its rights, the creditor shall provide evidential material in respect thereof. The liquidation committee shall register the creditor's rights.

To be amended as:

Article 187                      The liquidation committee shall, within 10 days of its establishment, send notices to creditors and shall, within 60 days of its establishment, publish an announcement three times on a newspaper. A creditor shall, within 30 days of receipt of the notice or, for creditors who have not received such notice, within 45 days of the date of the first announcement, claim its rights to the liquidation committee. Rights that are not claimed within the said period shall be deemed to have been renounced.

In claiming its rights, the creditor shall provide evidential material in respect thereof. The liquidation committee shall register the creditor's rights.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 IS HEREBY GIVEN** that the Annual General 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 Monday 11 April 2011 at 3:00 p.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 2006, year ended 31 December 2007, year ended 31 December 2008, and year ended 31 December 2009;
2. To re-elect retiring directors and elect new director and authorise the board of directors to fix the remuneration of the Directors;
3. To elect new supervisors and authorise the board of directors to fix their remuneration;
4. To re-appoint Ascenda Cachet CPA Limited as Auditors for the ensuring year and authorize the Board of Directors to fix their remuneration; and

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:

5. **"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;
- (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

\* *For identification purpose only*

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## NOTICE OF ANNUAL GENERAL MEETING

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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).”

6. **“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 Growth Enterprise Market 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 (as defined in Resolution No. 4 as set out in the notice of this meeting) 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

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## NOTICE OF ANNUAL GENERAL MEETING

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(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.”
7. “**THAT** conditional upon ordinary resolutions nos. 5 and 6 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. 6 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. 5 above.”

to consider and, if thought fit, to pass with or without amendments, the following resolution as special resolution of the Company:

8. “**THAT** the amendments to the articles of associations as detailed in the circular dated 21 February 2011 of the Company be and are hereby approved.”

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

Hong Kong, 21 February 2011

*As at the date of this announcement, the executive Directors are Mr. Chen Shi Da, Mr. Hu Jing Hai, Mr. Zheng Yi Song, Mr. Zhou Jin Hui and Mr. Rao Jun Xi; the non-executive Directors are Ms. Chai Xiao Fang, Mr. Gong Xu Lin and Ms. Wang Xiang; and the independent non-executive Directors are Mr. Chen Wen Gui, Mr. Wang Guo Zhong, Mr. Yang Chun Bao and Mr. Zhang Cheng Ying.*