



China Fire Safety Enterprise Group Limited

中國消防企業集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 445)

28 April 2015

To the Independent Shareholders

Dear Sir or Madam,

**MAJOR AND CONNECTED TRANSACTION IN RELATION TO
ACQUISITION OF 40% EQUITY INTEREST IN ALBERT ZIEGLER GMBH
INVOLVING THE ISSUE OF CONSIDERATION SHARES
AND
APPLICATION FOR WHITEWASH WAIVER BY
CIMC TOP GEAR B.V. (A WHOLLY-OWNED SUBSIDIARY OF
CHINA INTERNATIONAL MARINE CONTAINERS (GROUP) CO., LTD.)**

We refer to the circular of the Company dated 28 April 2015 (the “Circular”), of which this letter forms part. Unless specified otherwise, capitalised terms used herein shall have the same meanings as those defined in the Circular.

We have been appointed as the Independent Board Committee to advise you as to whether, in our opinion, (i) the terms of the Acquisition Agreement are fair and reasonable so far as the Independent Shareholders are concerned and the Acquisition is in the ordinary and usual course of business of the Group; and (ii) the Acquisition and the Whitewash Waiver are in the interests of the Company and the Shareholders as a whole. Platinum Securities has been appointed as the independent financial adviser to advise the Independent Board Committee in this regard. Details of their independent advice, together with the principal factors and reasons they have taken into consideration, are set out on pages 25 to 49 of the Circular.

Having considered the terms of the Acquisition Agreement and the advice of Platinum Securities, we are of the opinion that (i) the terms of the Acquisition Agreement are on normal commercial terms, and fair and reasonable so far as the Independent Shareholders are concerned although the Acquisition is not in the ordinary and usual course of business of the Group; and (ii) the Acquisition and the Whitewash Waiver are in the interests of the Company and the Shareholders as a whole. We therefore recommend the Independent Shareholders to vote in favour of the ordinary resolutions to be proposed at the EGM to approve the Acquisition and the Whitewash Waiver.

Yours faithfully,
Independent Board Committee



Dr. Loke Yu
*Independent non-executive
Director*



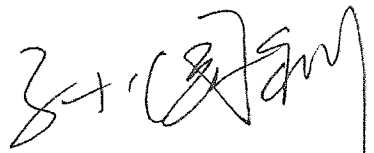
Mr. Heng Ja Wei
*Independent non-executive
Director*

Ms. Sun Guo Li
*Independent non-executive
Director*

Yours faithfully,
Independent Board Committee

Dr. Loke Yu
*Independent non-executive
Director*

Mr. Heng Ja Wei
*Independent non-executive
Director*


Ms. Sun Guo Li
*Independent non-executive
Director*