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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**Meeting**”) of China Fire Safety Enterprise Group Limited (the “**Company**”) will be held at Falcon Room II, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Wednesday, 11 April 2018 at 3:00 p.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company. Unless the context requires otherwise, capitalized terms used herein shall have the same meanings as defined in the circular of the Company dated 15 March 2018 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. “THAT

- (a) the form and substance of the Pteris Sale and Purchase Agreement and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (b) any one or more of the CFE Directors be and is/are hereby authorised to do all such acts and things and execute all such documents, deeds or instruments (including affixing the common seal of the Company thereon) which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to, the Pteris Sale and Purchase Agreement, as are, in the opinion of the CFE Directors, in the interest of the Company and the CFE Shareholders as a whole.”

2. **“THAT** conditional upon the passing of resolution 1:
 - (a) the form and substance of the TianDa Equity Transfer Agreement and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
 - (b) subject to the consent of the Executive pursuant to Rule 25 of the Takeovers Code and the satisfaction of any condition(s) attached thereon imposed by the Executive, all transactions contemplated under the TianDa Equity Transfer Agreement and the Proposed TianDa Acquisition, which constitutes a special deal under Rule 25 of the Takeovers Code, be and are hereby approved, confirmed and ratified; and
 - (c) any one or more of the CFE Directors be and is/are hereby authorised to do all such acts and things and execute all such documents, deeds or instruments (including affixing the common seal of the Company thereon) which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to, the TianDa Equity Transfer Agreement and the Special Deal, as are, in the opinion of the CFE Directors, in the interest of the Company and the CFE Shareholders as a whole.”
3. **“THAT** conditional upon the passing of resolution 1, the increase in the authorized capital of the Company from HK\$100,000,000 divided into 10,000,000,000 CFE Shares of a par value of HK\$0.01 each to HK\$500,000,000 divided into 50,000,000,000 CFE Shares by the creation of an additional 40,000,000,000 unissued CFE Shares be and are hereby approved.”
4. **“THAT** conditional upon the passing of resolution 1, the grant of the Specific Mandate for the CFE Board to issue the Consideration Shares, the Convertible Bonds and the Conversion Shares (including the Proposed Conversion Shares) upon the exercise of the Conversion rights attaching to the Convertible Bonds be and are hereby approved:
 - (i) pursuant to the Sale and Purchase Agreements (assuming both the Pteris Completion and the TianDa Completion take place), up to a total of 7,470,108,040 Consideration Shares and Convertible Bonds in the aggregate principal amount of up to RMB2,093,133,694 to the Vendors (or their respective nominee(s)); and
 - (ii) pursuant to the Pteris Sale and Purchase Agreement (assuming the TianDa Completion does not take place and only the Pteris Completion takes place), up to 7,470,108,040, Consideration Shares and Convertible Bonds in the principal amount of up to RMB1,482,580,105 to the Pteris Vendors (or their respective nominee(s)).”

5. “**THAT** conditional upon the passing of resolution 1, the grant of the Specific Mandate for the CFE Board to issue a total of 673,225,000 Subscription Shares at the Subscription Price of HK\$0.366 per Subscription Shares pursuant to the Subscription Agreement be and hereby approved.
6. “**THAT** conditional upon the passing of resolution 1:
- (a) subject to and conditional upon the Executive granting the Whitewash Waiver to CIMC (on behalf of Sharp Vision) and the satisfaction of any condition(s) attached to the Whitewash Waiver imposed by the Executive, the waiver pursuant to Note 1 on dispensation from Rule 26 of the Takeovers Code in respect of the obligations of the CIMC Concert Group to make a mandatory general offer for all the CFE Shares and CFE Shares Options that are not already or agreed to be acquired by the CIMC Concert Group as a result of the allotment and issuance of the Consideration Shares and the Proposed Conversion Shares to Sharp Vision (or its nominee(s)) and the Subscription Shares to the Subscriber be and are hereby approved; and
 - (b) any one CFE Director be and is hereby authorised to do all such acts and things and execute and deliver all such documents, deeds or instruments (including affixing the common seal of the Company thereon) and take all such steps as the CFE Director in his sole opinion and absolute discretion may consider necessary, appropriate or desirable to implement or give effect to the Whitewash Waiver.”

SPECIAL RESOLUTION

7. “**THAT** conditional upon the Pteris Completion, the name of the Company be changed from “China Fire Safety Enterprise Group Limited” to “CIMC-TianDa Holdings Company Limited” and the Chinese name from 「中國消防企業集團有限公司」 to 「中集天達控股有限公司」.”

By Order of the Board
**China Fire Safety Enterprise Group
Limited**
Li Ching Wah
Company Secretary

Hong Kong, 15 March 2018

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place
of business in Hong Kong:*

Units A-B, 16/F
China Oversea Building
No 139 Hennessy Road
Wanchai, Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more CFE Shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy needs not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation shall be entitled to exercise the same powers on behalf of the member of the Company which he or they represent as such member of the Company could exercise.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
3. To be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy thereof must be deposited at the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time fixed for holding the Meeting or adjournment thereof (as the case may be).
4. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any CFE Share, any one of such joint holders may vote, either in person or by proxy, in respect of such CFE Share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

6. The voting at the Meeting shall be taken by way of poll.
7. The register of members of the Company will be closed from Friday, 6 April 2018 to Tuesday, 10 April 2018 (both days inclusive) for determining CFE Shareholders' entitlement to attend and vote at the Meeting, during which no transfer of CFE Shares will be registered. In order to qualify for attending and voting at the Meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30p.m. on Wednesday, 4 April 2018.

As at the date of this notice, the executive Directors are Mr. Jiang Xiong, Mr. Zheng Zu Hua, and Mr. Luan You Jun; the non-executive Directors are Dr. Li Yin Hui, Mr. Yu Yu Qun and Mr. Robert Johnson; and the independent non-executive Directors are Dr. Loke Yu, Mr. Heng Ja Wei and Mr. Ho Man.