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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shanghai Qingpu Fire-Fighting Equipment Co., Ltd. (the "Company") will be held at 12/F, Block 4, No. 4621, Jiao Tong Road, PuTuo District, Shanghai, the PRC on Friday 27 June 2014 at 2:00 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 2013;
2. To re-appoint Ascenda Cachet CPA Limited as Auditors for the ensuring year and authorize the Board of Directors to fix their remuneration;
3. 3.1 Each as a separate resolution to re-elect the following Directors:
 - 3.1.1 to re-elect Mr. Zhou Jin Hui as executive Director
 - 3.1.2 to re-elect Mr. Sheng Jian Zhong as executive Director
 - 3.1.3 to re-elect Ms. Chai Xiao Fang as non-executive Director
 - 3.1.4 to re-elect Mr. Wang Guo Zhong as independent non-executive Director
 - 3.1.5 to re-elect Mr. Yang Chun Bao as independent non-executive Director
 - 3.1.6 to re-elect Mr. Zhang Cheng Ying as independent non-executive Director
- 3.2 As a separate resolution, to elect Mr. Zhou Guo Ping as non-executive Director.

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:

* *For identification purpose only*

4. **“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 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).”

5. “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 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
- (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.”

6. “**THAT** conditional upon ordinary resolutions nos. 4 and 5 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. 5 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. 4 above.”

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

Hong Kong, 26 May 2014

Notes:

- (1) A member of the Company (the “Member(s)”) entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote in his stead. A Member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a Member.
- (2) The register of Members will be closed from 28 May 2014 to 27 June 2014 (both days inclusive), during which no transfer of Shares will be registered. In order to be qualified to attend the AGM, all transfer documents accompanied by relevant share certificates must be lodged with the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited, of Rooms 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 26 May 2014 in order to be registered as a Member.
- (3) As regards to the holders of H Shares and in order to be valid, the form of proxy, together with any power of attorney or other authority (if any), under which it is signed or a notarially certified copy of such power or authority, must be deposited with the Company’s principal place of business in Hong Kong, Unit 2605, Island Place Tower, 510 King’s Road, North Point, Hong Kong not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof.
- (4) As regards to the holders of Domestic Shares and in order to be valid, the form of proxy, together with any power of attorney or other authority (if any), under which it is signed or a notarially certified copy of such power or authority, must be deposited with the Company’s registered office at No. 1988 Jihe Road, Hua Xin Town, Qingpu District, Shanghai, the PRC not less than 24 hours before the time appointed for holding the AGM or any adjournment thereof.
- (5) Where there are joint holders of any Share, any one of such persons may vote at the AGM either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the AGM personally or by proxy, 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 in respect of such joint holding.

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- (6) It is expected that the AGM will last not more than half day. Members and their proxies attending the AGM shall bear their own travel and accommodation expenses.

As at the date of this announcement, the executive Directors are Mr. Zhou Jin Hui (Chairman), Mr. Shi Hui Xing 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 responsibilities, 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” page for at least 7 days from the date of publication.