



羅兵咸永道

The Directors
China Fire Safety Enterprise Group Limited

28 April 2015

Dear Sirs,

We refer to the circular dated 28 April 2015 in connection with the proposed acquisition of Albert Ziegler GmbH by China Fire Safety Enterprise Group Limited (the "Company") (the "Circular"), a copy of which is attached and initialled by us on its front cover for the purpose of identification. Unless otherwise defined, capitalised terms used in this letter shall bear the same meanings as those defined in the Circular.

Our engagement to prepare this letter has been performed in accordance with Auditing Guideline 3.340 "Prospectuses and the Reporting Accountant" issued by the Hong Kong Institute of Certified Public Accountants.

We hereby consent to the inclusion of our accountant's report and our report on the Unaudited Aggregated Selected Financial Information, both dated 28 April 2015, in the Circular, and the references to our name in the form and context in which they are included.

Yours faithfully,

A handwritten signature in black ink, appearing to read "PricewaterhouseCoopers", is written over a faint, illegible printed name.

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Fire Safety Enterprise Group Limited, you should at once hand this circular to the purchaser or the transferee, or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of China Fire Safety Enterprise Group Limited.

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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)

**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.)**

Financial adviser to China Fire Safety Enterprise Group Limited



Optima Capital Limited

**Independent financial adviser to the Independent Board Committee
and the Independent Shareholders**



**PLATINUM
Securities**

Capitalised terms used on this cover shall have the same meanings as those defined in this circular, unless the context requires otherwise. A letter from the Board is set out on pages 6 to 22 of this circular. A letter from the Independent Board Committee containing its recommendation is set out on pages 23 to 24 of this circular. A letter from the Independent Financial Adviser containing its advice and recommendation to the Independent Board Committee and the Independent Shareholders is set out on pages 25 to 49 of this circular.

A notice convening the EGM to be held immediately after the conclusion of the annual general meeting of the Company which is scheduled to be held at 3:00 p.m. on 22 May 2015 (Friday) at Falcon Room II, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong is set out on pages EGM-1 to EGM-3 of this circular. Whether or not you are able to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so wish.



28 April 2015