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China Fire Safety Enterprise Group Holdings Limited

中國消防企業集團控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8201)

DISCLOSABLE TRANSACTION

Acquisition of 51% of the total issued ordinary shares and 100% of the total issued non-voting deferred shares of

Tung Shing Trade Development Company Limited

and

RESUMPTION OF TRADING

* For identification only

The Directors are pleased to announce that on 8th September 2004 Allied Best entered into the Agreement with the Vendors (which are Independent Third Parties) in relation to the acquisition 51% of the total issued ordinary shares and 100% of the total issued non-voting deferred shares of Tung Shing held by the Vendors at a consideration of HKD40,800,000, of which HKD16,800,000 will be satisfied in cash and the remaining HKD24,000,000 will be satisfied by Stage 1 Consideration Shares (to be allotted and issued at HKD0.8 per Share). Based on HKD0.8 per Share, the value of the 20,000,000 Stage 1 Consideration Shares is HKD16,000,000. Based on the closing price per Share of HKD0.460 at the Last Trading Day, the market value of the 20,000,000 Stage 1 Consideration Shares is HKD9,200,000. and Stage 2 Consideration Shares (to be allotted and issued at HKD0.8 per Share or at such price adjusted pursuant to the Agreement, whichever is higher. Based on HKD0.8 per Share, the value of the 10,000,000 Stage 2 Consideration Shares is HKD8,000,000. Based on the closing price per Share of HKD0.460 at the Last Trading Day, the market value of the 10,000,000 Stage 2 Consideration Shares is HKD4,600,000. The price of HKD0.8 per Share also represents a premium of approximately 57.5%, 58.6% and 55.6% to the average closing price of the Shares of HK\$0.460, HK\$0.469 and HK\$0.445 per Share respectively of the Last Trading Day, 5 dealing-day and 30 dealing-day period ended on and including 7th September, 2004. The Vendors agree to procure a Profit Guarantee Adjustment of HKD16,000,000 for the two years between 2005 and 2006. Application will be made to the Stock Exchange for the listing of and permission to deal in the Shares to be issued.

The Consideration is arrived at after arm's length negotiation and is based on the unaudited net assets value (which amounted to approximately HKD1,709,000) of Tung Shing as at 30th June 2004, the Profit Guarantee Adjustment and the Directors' view of its future prospects.

Tung Shing is engaged in the distribution and sale of fire engines and fire fighting and rescue tools in the PRC, Hong Kong, Macau and Taiwan. Tung Shing has obtained 16 exclusive distributorships from manufacturers in Europe, US and Asia for selling different kinds of fire fighting and prevention equipment in PRC, Hong Kong and /or Macau.

The Directors consider that the terms and conditions of the Acquisition are fair and reasonable and are in the interests of the Company and the Shareholders taken as a whole.

The Acquisition constitutes a disclosable transaction under Chapter 19 of the GEM Listing Rules.

At the request of the Company, trading in Shares on GEM was suspended with effect from 9:35 a.m. on 8th September 2004, pending release of this announcement. Application has been made by China Fire Safety for the resumption of trading in the Shares with effect from 9:30 a.m. on 13th September 2004.

A circular containing further details of the Acquisition will be despatched to the Shareholders as soon as practicable.

AGREEMENT DATED 8th September 2004

Parties:

- Vendor 1 : Chan Chun Wo, who to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, is an Independent Third Party
- Vendor 2 : Wong Oi Kam, who to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, is an Independent Third Party
- Vendor 3 : Emperor Group Holdings Limited, who and whose ultimate beneficial owners are to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, are Independent Third Parties

(Vendor 1, Vendor 2 and Vendor 3 are collectively referred to as the “**Vendors**”)

- Purchaser : Allied Best Holdings Limited, an indirect wholly owned subsidiary of China Fire Safety Enterprise Group Holdings Limited

Assets to be acquired:

Vendor 1 and Vendor 2 hold 5,099 and 1 ordinary share of Tung Shing respectively (approximately 50.99% and 0.01% respectively of the total issued ordinary shares of Tung Shing).

Vendor 3 holds 10,000 non-voting deferred shares of Tung Shing (100% of the total issued non-voting deferred shares).

Pursuant to the Agreement, Allied Best has agreed to acquire from Vendor 1 and Vendor 2 an aggregate of 51% of the total issued ordinary shares (5,100 ordinary shares out of total of 10,000 ordinary shares) and from Vendor 3 10,000 non-voting deferred shares (100% the total issued non-voting deferred shares) of Tung Shing. Apart from the ordinary and non-voting deferred shares, there is no other class of shares in Tung Shing.

The remaining 49% of the total issued ordinary shares (4,900 shares) of Tung Shing will continue to be held by Vendor 1 (of which 1 ordinary share is held by Vendor 1 on trust for Vendor 3). The Company currently has no intention to acquire the remaining interest in Tung Shing.

Tung Shing was founded by Vendor 1 and Vendor 2 in April 1992 in Hong Kong. It is principally engaged in the sale and distribution of fire engines, fire fighting and rescue tools in the PRC, Hong Kong, Macau and Taiwan.

Tung Shing will become a subsidiary of the Company upon Completion.

Consideration and terms of payment:

The Consideration payable by Allied Best is HKD40,800,000, of which HKD16,800,000 will be satisfied in cash and payable to Vendor 1 and the remaining HKD24,000,000 will be satisfied by Stage 1 Consideration Shares and Stage 2 Consideration Shares to be issued to Vendor 1 (Vendor 2 and Vendor 3 have agreed in the Agreement that the Consideration should be paid and issued to Vendor 1). The HKD16,800,000 will be funded by internal resources of the Company. The HKD16,800,000 and Stage 1 Consideration Shares are payable on the Completion Date. Stage 1 Consideration Shares will be issued at a fixed price

of HK\$0.8 per Share (based on HKD0.8 per Share, the value of the 20,000,000 Stage 1 Consideration Shares is HKD16,000,000. Based on the closing price per Share of HKD0.460 at the Last Trading Day, the market value of the 20,000,000 Stage 1 Consideration Shares is HKD9,200,000) and will not be subjected to price adjustment. Stage 2 Consideration Shares to be allotted and issued at HKD0.8 per Share or at such price adjusted pursuant to the Agreement, whichever is higher. Based on HKD0.8 per Share, the value of the 10,000,000 Stage 2 Consideration Shares is HKD8,000,000. Based on the closing price per Share of HKD0.460 at the Last Trading Day, the market value of the 10,000,000 Stage 2 Consideration Shares is HKD4,600,000. Stage 2 Consideration Shares are to be allotted and issued to Vendor 1 within one month of the issuance of the audited account of Tung Shing for the year 2006 subject to the Profit Guarantee Adjustment.

The Consideration is arrived at after arm's length negotiation and is based on the unaudited net assets value of Tung Shing as at 30th June 2004, which amounted to approximately HKD1,709,000, the Profit Guarantee Adjustment and the Directors' view of the future prospects of Tung Shing. The strong sales network established by the Company plus the distribution rights of some world renowned products obtained by Tung Shing creates a synergistic effect to the whole group and hence the Directors believe will help to increase the Group's profits. As at the date of the Agreement, Tung Shing has entered into sales contracts with customers amounted to approximately HKD64 million, including contracts with China Petrochemical International Co., Ltd worth approximately HKD45 million. Further, Tung Shing has business relationship with a number of large and reputable overseas suppliers, which will help the Company to wider its product range.

Based on the synergistic effect that the Acquisition will bring to the Group, the sales contracts already entered into by Tung Shing and the profit guarantee of HKD16,000,000, the Directors believe that it is in the Group's interest to acquire Tung Shing.

The number of Stage 2 Consideration Shares will be adjusted in the following manners ("**Profit Guarantee Adjustment**"):

- 1 If the audited account of Tung Shing for the year 2006 shows that the net profit of Tung Shing for the period from 1st January 2005 to 31st December 2006 (two years cumulatively) is HKD16,000,000 or more, the number of Stage 2 Consideration Shares will be 10,000,000 Shares. The account for the period from 1st January 2005 to 31st December 2006 will be prepared in accordance with accounting principles generally accepted in Hong Kong.
- 2 If the audited account of Tung Shing for the year 2006 shows that the net profit of Tung Shing for the period from 1st January 2005 to 31st December 2006 is less than HKD16,000,000, the difference between the amount of HKD16,000,000 and the amount of net profit/loss will be calculated to deduct the number of Stage 2 Consideration Shares. Stage 2 Consideration Shares will be issued at a price of either HKD0.8 per Share or the average closing price per Share for the last 5 trading days prior to 31st December 2006 (being the financial year-end date) (whichever is higher). Therefore, for example, if the difference between the amount of HKD16,000,000 and the amount of net profit for the two years ended 31st December 2006 is HKD2,000,000, and the average closing price per Share for the last 5 trading days prior to 31st December 2006 is lower than HKD0.8 per Share, the number of Stage 2 Consideration Shares to be deducted will be 2,500,000 shares ($2,500,000 \times \text{HKD}0.8 = \text{HKD}2,000,000$). Or, for example, if the difference between the amount of HKD16,000,000 and the amount of net profit is HKD12,000,000, and the average closing price per Share for the last 5 trading days prior to 31st December 2006 is HK\$1 per Share, the number of Stage 2 Consideration Shares to be deducted will be

10,000,000 Shares ((10,000,000 x HKD1 = HKD10,000,000) (this sum is lower than HKD12,000,000) (as the maximum number of Stage 2 Consideration Shares are 10,000,000 Shares, the maximum number of Stage 2 Consideration Shares to be deducted are also 10,000,000 Shares). In this situation, Vendor 1 will not be allotted and issued any Stage 2 Consideration Shares and the Purchaser has the right to require Vendor 1 to pay the Purchaser the HKD2,000,000 difference (HKD12,000,000 – HKD10,000,000).

The Company will make appropriate announcement on the results of the Profit Guarantee Adjustment and the final number of Stage 2 Consideration Shares to be issued.

The issuance of Stage 1 Consideration Shares and Stage 2 Consideration Shares are subject to the approval for listing of and permission to deal in the Stage 1 Consideration Shares and Stage 2 Consideration Shares being granted by the Stock Exchange.

The price of HK\$0.8 per Stage 1 Consideration Share and Stage 2 Consideration Share (subject to adjustment) represents:

<i>Date/Period</i>	<i>Price per Share</i>	<i>Approximate % of Premium/(discount)</i>
<i>As at 7th September, 2004, being the Last Trading Date</i>	<i>HK\$0.460</i>	<i>57.5%</i>
<i>5-days average (prior to and including the Last Trading Date)</i>	<i>HK\$0.469</i>	<i>58.6%</i>
<i>30-days average (prior to and including the Last Trading Date)</i>	<i>HK\$0.445</i>	<i>55.6%</i>
<i>90 days average (prior to and including the Last Trading Date)</i>	<i>HK\$0.445</i>	<i>55.6%</i>

The shareholding structures of Tung Shing before and after Completion are as follows:

Before Completion

Ordinary shares (10,000 total issued shares)	Vendor 1 holds 9,999 shares (99.99% of total issued ordinary shares) (of which 9,998 shares are beneficially owned by Vendor 1 and 1 share is held on trust for Vendor 3). Vendor 2 beneficially owns 1 share (0.01% of total issued ordinary shares).
Non-voting deferred shares (10,000 total issued shares)	Vendor 3 beneficially owns 10,000 shares (100% of total issued non-voting deferred shares)

After Completion

Ordinary shares (10,000 total issued shares)	Allied Best beneficially owns 5,100 shares (51% of total issued ordinary shares) Vendor 1 beneficially owns 4,900 shares (49% total issued ordinary shares) [Vendor 3 has agreed in the Agreement to transfer its one share (which is currently held by Vendor 1 on trust for Vendor 3) to Vendor 1 on Completion]
Non-voting deferred shares (10,000 total issued shares)	Allied Best beneficially owns 10,000 shares (100% of total issued non-voting deferred shares)

The shareholding structures of the Company before and after Completion and after the issuance of Stage 2 Consideration Shares are as follows:

Existing Shareholding Structure

Jiang Xiong -	49.08%
Jiang Qing -	5.00%
Strategic Investors -	19.30%
Public -	26.62%
Total -	100.00%

Shareholding Structure after Completion (after issuance of Stage 1 Consideration Share)

Jiang Xiong -	48.59%
Jiang Qing -	4.95%
Strategic Investors -	19.11%
Public -	26.36%
Vendor 1 -	0.99%
Total -	100.00%

Shareholding Structure after Completion and issuance of Stage 2 Consideration Share (assuming 10,000,000 Shares are issued to Vendor 1)

Jiang Xiong -	48.35%
Jiang Qing -	4.93%
Strategic Investors -	19.02%
Public -	26.22%
Vendor 1 -	1.48%
Total -	100.00%

As a term of the Agreement, Vendor 1 agreed to lend after Completion half of the cash consideration received (i.e.HKD8,400,000) without security to Tung Shing for operational use for at least one year with no interest and with no fixed repayment term. The Purchaser has also agreed that the Group will advance interest bearing loan of not more than HKD15,000,000 without security to Tung Shing for operational use after the Acquisition, depending on its needs. The needs depend on Tung Shing's future expansion and working

capital required (or the financial positions). The HKD15,000,000 will be funded by internal resources of the Company.

After Completion, Vendor 1 as a substantial shareholder of Tung Shing (which will be a non-wholly owned subsidiary of the Company) will be a connected person of the Company. The loan of HKD8,400,000 will amount to a financial assistance to the Company and a connected transaction of the Company. This connected transaction falls under Rule 20.65(4) of the GEM Listing Rules and is exempt from the reporting, announcement and independent shareholders' approval requirements of the GEM Listing Rules..

In addition, the Shares received as Consideration are subject to lock up requirements. After one year from the date of receipt of Stage 1 Consideration Shares, the lock up requirement of first 10,000,000 Shares will expire. After 2 years from the date of receipt of Stage 1 Consideration Shares, the lock up requirement of the remaining 10,000,000 Shares will expire. Finally, after one year from the date of receipt of Stage 2 Consideration Shares, lock up requirement of those Stage 2 Consideration Shares will expire. Vendor 1 has undertaken to keep clean title of the Shares during the lock up periods.

It is agreed in the Agreement that the composition of the board of directors of Tung Shing after Completion will consist of Vendor 1 and two directors nominated by Allied Best.

Stage 1 Consideration Shares and Stage 2 Consideration Shares (the Shares to be issued under Stage 2 Consideration Shares will not exceed 10,000,000 Shares) are to be issued under the general mandate (which has not been utilised) granted to the Directors pursuant to the resolutions of the shareholders of the Company passed in the annual general meeting of the Company on 21st April, 2004. The maximum number of Stage 1 Consideration Shares and Stage 2 Consideration Shares of 30,000,000 Shares (amount to 1.5% of the total existing issued Shares of the Company and approximately 1.48% of the enlarged total issued Shares of the Company after issuance of the 30,000,000 Shares) to be issued will not exceed the above granted mandate.

Application will be made to the Stock Exchange for the listing of and permission to deal in the Shares to be issued for Stage 1 Consideration Shares and Stage 2 Consideration Shares.

The Consideration is arrived at after arm's length negotiation and is based on the unaudited net assets value of Tung Shing as at 30th June 2004, which amounted to approximately HKD1,709,000, the Profit Guarantee Adjustment and the Directors' view of the future prospects of Tung Shing. The strong sales network established by the Company plus the distribution rights of some world renowned products obtained by Tung Shing creates a synergistic effect to the whole group and hence the Directors believe will help to increase the Group's profits. As at the date of the Agreement, Tung Shing has entered into sales contracts with customers amounted to approximately HKD64 million, including contracts with China Petrochemical International Co., Ltd worth approximately HKD45 million. Further, Tung Shing has business relationship with a number of large and reputable overseas suppliers, which will help the Company to wider its products range.

As at 30th June 2004, the unaudited total asset and net assets of Tung Shing amounted to approximately HKD14,266,000 and HKD1,709,000 respectively. For the year ended 31st March 2004, Tung Shing's unaudited profits before and after tax were approximately HKD66,000 and HKD46,000 respectively. For the year ended 31st March 2003, the respective audited profits before and after tax were approximately HKD2,502,000 and HKD2,108,000. The above accounts were prepared in accordance with accounting principles generally accepted in Hong Kong.

The Group has been informed by Tung Shing that the decrease in profits for the year ended 2004 was due to weakening marketing ability of Tung Shing. With the Group's strong marketing network established, the Group believes that profits for future years could be greatly improved. Based on the synergistic effect that the Acquisition will bring to the Group, the sales contracts already entered into by Tung Shing and the profit guarantee of HKD16,000,000, the Directors believe that it is in the Group's interest to acquire Tung Shing.

Condition precedents

If any of the followings are not fulfilled on or before 1st November 2004 or such other date to be agreed by the parties, the Agreement will be terminated automatically.

- 1 Allied Best is satisfied with the results of the due diligence exercise performed including and not limited to legal, financial and other business running respect of Tung Shing.
- 2 Allied Best does not discover any material breach of a material warranty during performance of the due diligence exercise.
- 3 The board of directors and shareholders meetings of Tung Shing approving the Acquisition.
- 4 The approval for listing of and permission to deal in Stage 1 Consideration Shares being granted by the Stock Exchange.

It is agreed in the Agreement that if the Vendors fail to perform their obligations in the Agreement resulting in the non-completion of the Acquisition, Allied Best has the right to require the Vendors to compensate its loss and expense in connection with the Acquisition.

INFORMATION ON THE GROUP AND REASONS FOR THE ACQUISITION

The Group is a total solution provider of fire prevention and fighting systems in the PRC, specialising in system design, development, manufacturing, sales, installation and maintenance.

Tung Shing is principally engaged in the distribution and sale of fire engines and fire fighting and rescue tools in the PRC, Hong Kong, Macau and Taiwan. Since 1992, Tung Shing has started its sales and distribution in the PRC. It has also been registered as a registered supplier to the Government of Hong Kong for certain categories of fire fighting and rescue tools since October 1994. Tung Shing has obtained 16 exclusive distribution rights and 16 non-exclusive distribution rights of fire fighting and rescue equipment from manufacturers in Europe, the US and Asia, such as Vema of Finalnd; Ziegler, Lukas and Schorling Brock GmbH of Germany; Sabre of UK; Partner of Sweden; Bullard and Search Systems of US and Morita of Japan. These distribution rights apply to the PRC, Hong Kong and / or Macau. The length of these distribution rights vary from 1 year, 2 years, 3 years to 5 years. Some of them do not have any specified time period. Tung Shing is confident that they can have the rights renewed upon expiration based on its operating results and good relationship with the suppliers and some of these rights are renewable automatically. Tung Shing offered over 80 models of fire engines and more than 4,700 types of fire fighting and rescue tools as various as real fire simulation training system, radiation measuring instruments, thermal image cameras, cutting machines, pneumatic line thrower, life detector system, breathing apparatus and lifting bags etc.

Tung Shing was founded in April 1992 by Vendor 1 and Vendor 2 in Hong Kong. It is principally engaged in the sale and distribution of fire engines, fire fighting and rescue tools in the PRC, Hong Kong, Macau and Taiwan.

The Directors believe that the Acquisition would not only enrich the Group's product variety with many different kinds of fire fighting and rescue equipment the Group previously not involved in, but also promote its product standard with technologically advanced equipment from those world renowned manufacturers. Besides, the Acquisition allowed the Group to make debuts in the Hong Kong and Taiwan markets and thus readily enlarged its market coverage to the entire Greater China Region.

In view of the above, the Directors consider that the terms and conditions of the Acquisition are fair and reasonable and are in the interests of the Company and the Shareholders taken as a whole.

GENERAL

The Acquisition constitutes a disclosable transaction under Chapter 19 of the GEM Listing Rules.

At the request of the Company, trading in Shares on GEM was suspended with effect from 9:35 a.m. on 8th September 2004, pending release of this announcement. Application has been made by the Company for the resumption of trading in the Shares with effect from 9:30 a.m. on 13th September 2004.

A circular containing further details of the Acquisition will be despatched to the Shareholders as soon as practicable.

The announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities.

DEFINITIONS

“Acquisition”	the acquisition of 51% of the total issued ordinary shares and 100% of the total issued non-voting deferred shares by Allied Best from the Vendors pursuant to the Agreement
“Agreement”	the agreement dated 8 th September 2004 entered into between Allied Best and the Vendors in relation to the Acquisition
“Allied Best”	Allied Best Holdings Limited, a company incorporated in the British Virgin Islands with limited liability and is an indirect wholly owned subsidiary of the Company
“Board”	the board of Directors
“Company”	China Fire Safety Enterprise Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, whose shares are listed on the Growth Enterprise Market of the Stock Exchange
“Completion”	completion of the Acquisition

“Completion date”	1 st November 2004 or other dates as agreed by Allied Best and the Vendors
“Consideration”	consideration for the Acquisition
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region
“HKD”	Hong Kong Dollar, the lawful currency of Hong Kong
“Independent Third Party(ies)”	independent third party(ies), who is/are not connected with any of the directors, chief executives, substantial shareholders or management shareholders (as such term is defined in the GEM Listing Rules) of China Fire Safety or their respective associates (as such term is defined in the GEM Listing Rules) and are not connected persons of the Company
“Last Trading Day”	7 th September, 2004, the last trading day of the Shares on GEM pending release of this announcement
“PRC”	The People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Tung Shing”	Tung Shing Trade Development Company Limited, a company incorporated in Hong Kong with limited liability
“Shares”	shares of HK\$0.01 each in the capital of the Company
“Shareholders”	the shareholders of the Company
“Stage 1 Consideration Shares”	20,000,000 new Shares of HKD0.01 each, to be allotted and issued by the Company in the name of Vendor 1 at HKD0.8 per Share
“Stage 2 Consideration Shares”	10,000,000 new Shares of HKD0.01 each, to be allotted and issued by the Company in the name of Vendor 1 or such number of new shares adjusted pursuant to the Agreement at HKD0.8 per Share or at such price adjusted pursuant to the Agreement
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor 1”	Mr. Chan Chun Wo, an Independent Third Party

“Vendor 2”	Ms. Wong Oi Kam, an Independent Third Party and wife of Vendor 1
“Vendor 3”	Emperor Group Holdings Limited, an Independent Third Party and a company incorporated in the British Virgin Islands with limited liability, whose shares are indirectly owned as to 95% by Vendor 1 and as to 5% by Vendor 2
“%”	per cent.

By order of the Board
China Fire Safety Enterprise Group Holdings Limited
 Jiang Xiong
Chairman

The directors of the Company comprise the following:

Mr. Jiang Xiong (*Executive Director*)
 Mr. Jiang Qing (*Executive Director*)
 Mr. Chen Shu Quan (*Executive Director*)
 Mr. Chan Siu Tat (*Executive Director*)
 Mr. Richard Owen Pyvis (*Non-executive Director*)
 Ms. Josephine Price (*Non-executive Director*)
 Mr. Liu Shi Pu (*Independent non-executive Director*)
 Mr. Heng Kwoo Seng (*Independent non-executive Director*)

Hong Kong, 10th September 2004

This announcement, for which the Directors collectively and individually accept full responsibility, 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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the date of its posting.