



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “Extraordinary General Meeting”) of China Fire Safety Enterprise Group Holdings Limited (the “Company”) will be held at Chater Room II, Chater Room Level, The Ritz-Carlton, Hong Kong, 3 Connaught Road, Central, Hong Kong on 29 March, 2005 at 2:30 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions respectively:

ORDINARY RESOLUTIONS

(1) “**THAT**

- (a) the execution of the subscription agreement (the “Subscription Agreement”) dated 1 February, 2005 and entered into between the Company and United Technologies Far East Limited (“UTFE”) as subscriber in relation to the subscription by UTFE of the lower of (i) such number of new shares of HK\$0.01 each in the share capital of the Company (“Shares”) in two tranches as will enable UTFE to exercise or control the exercise of approximately 29% (but in any event less than 30%) of the voting rights at general meeting of the Company; and (ii) such number of new Shares (rounded down to the nearest whole number), the total subscription consideration for which will be equal to HK\$476,025,000 (the “Subscription Shares”) at a price of HK\$0.577 per Subscription Share (the “Subscription”), a copy of the Subscription Agreement has been produced to the meeting marked “A” and initialed by the chairman of the meeting for identification purpose and the Subscription and the performance by the Company thereof and the transactions contemplated thereby be and are hereby confirmed, ratified and approved; and that any one or more of the directors of the Company be and are hereby authorised to sign, seal, execute, perfect, deliver or do all such other documents or supplemental agreements or deeds on behalf of the Company and to do all such things, matters and take all such actions as he or they may in their discretion consider necessary or desirable for the purpose of or in connection with the giving effect to the Subscription Agreement and the exercise or enforcement of any of the Company’s rights under the Subscription Agreement including, inter alia, upon the Subscription Agreement becoming unconditional, the authority to complete the transactions contemplated by the Subscription Agreement and/or to procure completion of the same and to make and agree with such changes in the terms of the Subscription Agreement as any such director(s) may in their discretion consider necessary, desirable or expedient and in the interest of the Company;

* *For identification purpose only*

- (b) the entering into between Mr. Jiang Xiong and UTFE of the option agreement (the “Option Agreement”) dated 1 February, 2005 in relation to the grant by Mr. Jiang Xiong of an option (the “Option”) to UTFE which when exercised by UTFE would require Mr. Jiang to sell to UTFE the option shares (the “Option Shares”) being the lower of (i) such number of Shares as are required to be sold by Mr. Jiang to UTFE to enable UTFE to beneficially hold, in addition to any other Shares held by UTFE at the relevant time, in aggregate, 51% of voting rights of the Company immediately following the completion of the exercise of the Option; and (ii) all of the Shares then held by Mr. Jiang at the time of service by UTFE of the notice to exercise the Option, at the option exercise price (as defined in the circular of the Company dated 10 March, 2005), a copy of the Option Agreement has been produced to the meeting marked “B” and initialed by the chairman of the meeting for identification purpose and the Option and the transactions contemplated thereby be and are hereby confirmed, ratified and approved; and
- (c) the waiver pursuant to Note 1 on dispensation from Rule 26 of the Code on Takeovers and Mergers of Hong Kong (the “Takeovers Code”) waiving any obligation on the part of Mr. Jiang Xiong and UTFE and their parties acting in concert to make a general offer for all the issued shares in the capital of the Company not already owned by them or parties acting in concert with them which would otherwise arise under Rule 26 of the Takeovers Code as a result of the completion of the Subscription be and is hereby approved.”
- (2) “**THAT** conditional upon the ordinary resolution No. 1 contained in the notice of the Extraordinary General Meeting of which this resolution forms part being approved and becoming unconditional and effective, the directors of the Company be and they are hereby authorised to allot and issue the Subscription Shares (as defined in ordinary resolution No. 1 contained in the notice of Extraordinary General Meeting of which this resolution forms part) to UTFE (or to such other person or persons as it may nominate) upon the completion of the Subscription (as defined in ordinary resolution No. 1 contained in the notice of the Extraordinary General Meeting of which this resolution forms part) or any part thereof, credited as fully paid pursuant to the terms of the Subscription Agreement (as defined in ordinary resolution No. 1 contained in the notice of the Extraordinary General Meeting of which this resolution forms part), such Subscription Shares shall rank *pari passu* in all respects with the existing Shares in issue at the date of allotment of the Subscription Shares.”

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

As at the date of this announcement, the Company’s Executive Directors are Mr. Jiang Xiong, Mr. Jiang Qing, Mr. Chen Shu Quan and Mr. Chan Siu Tat; the Non-Executive Directors are Mr. Richard Owen Pyvis and Ms. Josephine Price; and the Independent Non-Executive Directors are Mr. Liu Shi Pu, Mr. Heng Kwoong Seng and Mr. Xiang Yu Fu.

Hong Kong, 10 March, 2005

Notes:

1. Any member of the Company (the “Member”) 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. Vote may be given either personally or by a duly authorized corporate representative or by proxy. A Member who is the holder of two or more shares of the Company (the “Shares”) may appoint more than one proxy to attend on the same occasion provided that, if more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed. A proxy need not be a Member. In addition, a proxy or proxies representing either an individual Member or a Member which is a corporate, shall be entitled to exercise the same powers on behalf of the Member which he or they represent as such Member could exercise, including, without limiting the generality of foregoing, but subject to the right to vote individually on a show of hands.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is corporation, either under seal or under the hand of an officer or attorney duly authorized.
3. A form of proxy for the Meeting is enclosed. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority shall be deposited at the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude of a Member from attending and voting in person at the meeting or poll concerned.
4. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution unless it states that it is valid for all meetings whatsoever until revoked with the exception that any instrument may be used at any adjournment of the meeting for which it was originally intended and on a poll demanded at a meeting or adjourned meeting provided that in all these cases the meeting was originally held within 12 months from such date.
5. The instrument appointing a proxy to vote shall be deemed to confer authority to demand or join in demanding a poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit.
6. A vote given in accordance with the terms of an instrument of proxy or power of attorney or by the duly authorized corporate representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal or the revocation of the proxy or power of the attorney or other authority under which the proxy was executed or transfer of the Share in respect of which the proxy is given provided that no intimation in writing of the death, insanity, revocation or transfer has been received at the office or such other place as was specified for the deposit of instrument of proxy or by the chairman of the meeting at least 2 hours before the commencement of the meeting or adjourned meeting at which the instrument of proxy is used.

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 on the “Latest Company Announcements” page for at least 7 days from the date of its posting.