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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 stockbroker or other registered dealer 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 (the “Company”), you should at once hand this circular to the purchasers or the transferees or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchasers or the transferees.

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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)

**PROPOSED CHANGE OF AUDITOR  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A letter from the Board is set out on pages 2 to 4 of this circular.

The Notice convening the extraordinary general meeting of the Company to be held at Rooms 2002-03, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on 21 December 2009 (Monday) at 3:00 p.m. is set out in this circular. Whether or not you propose to attend the extraordinary general meeting, you are requested to complete the proxy form and return the same to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the meeting. Completion and return of the proxy form will not preclude you from attending and voting at the extraordinary general meeting if you so wish.

This circular is available for viewing on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) as well as the website of the Company ([www.chinafire.com.cn](http://www.chinafire.com.cn)).

3 December 2009

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	China Fire Safety Enterprise Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Deloitte”	Messrs. Deloitte Touche Tohmatsu
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Rooms 2002-03, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Monday, 21 December 2009 at 3:00 p.m.
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“RSM Nelson Wheeler”	Messrs. RSM Nelson Wheeler
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Jiang Xiong (*Chairman*)

Jiang Qing

Shi Jia Hao

Wang De Feng

Weng Xiu Xia

Zhang Hai Yan

*Non-executive Directors:*

Xi Zheng Zheng

Harinath Krishnamurthy

*Independent non-executive Directors:*

Loke Yu

Sun Jian Guo

Heng Ja Wei

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head office and principal place  
of business in the PRC:*

No. 8, Section I, Xin Hua Road

Chengdu Cross-Straits Technological

Industry Park

Wenjiang District

Chengdu City

Sichuan Province, PRC

*Principal place of business  
in Hong Kong:*

Rooms 2002-03, 20th Floor

World Trade Centre

280 Gloucester Road

Causeway Bay, Hong Kong

3 December 2009

*To the Shareholders*

Dear Sir or Madam,

## **PROPOSED CHANGE OF AUDITOR AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

### **INTRODUCTION**

The Board announces that Deloitte have resigned as auditor of the Group with effect from 5 November 2009. The Board proposes to appoint RSM Nelson Wheeler as auditor of the Group to fill the vacancy following the resignation of Deloitte and to hold office until the conclusion of the next annual general meeting of the Company.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with details of the change of auditor and to give you the notice convening of EGM at which an ordinary resolution will be proposed to be considered, and if thought fit, approve the appointment of RSM Nelson Wheeler as auditor of the Group.

### **REASON FOR THE CHANGE OF AUDITOR**

The Board was informed by Deloitte that they decided to tender their resignation as the Group's auditor after taking into account of many factors including the professional risk associated with the audit, the level of audit fees and available internal resources. Deloitte confirmed that there were no circumstances connected with their resignation which they considered should be brought to the attention of holders of securities of the Company.

The Board proposes to appoint RSM Nelson Wheeler as the auditor of the Group to fill the vacancy and to hold office until the conclusion of the next annual general meeting of the Company.

### **EGM**

An EGM will be held at Rooms 2002-03, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Monday, 21 December 2009 at 3:00 p.m.. The notice of which is set out on pages 5 and 6 of this circular. An ordinary resolution will be proposed at the EGM to approve the appointment of RSM Nelson Wheeler as auditor of the Group.

A proxy form for use at the EGM is enclosed with this circular. Whether or not you propose to attend the EGM, you are requested to complete the proxy form and return the same to the Company's branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the EGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM if you so wish.

### **VOTING AT EGM**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the EGM must be taken by poll.

### **RECOMMENDATION**

The Board considers that the proposed resolution is in the interests of the Company and the Shareholders as a whole and so recommends the Shareholders to vote in favour of the proposed resolution at the EGM.

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## LETTER FROM THE BOARD

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### RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

Yours faithfully,  
For and on behalf of the Board of  
**China Fire Safety Enterprise Group Limited**  
**Jiang Xiong**  
*Chairman*

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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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 an extraordinary general meeting (“EGM”) of China Fire Safety Enterprise Group Limited (the “**Company**”) will be held at Rooms 2002-03, World Trade Centre, 280 Gloucester Road, Causeway Bay, Hong Kong on Monday, 21 December 2009 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution:

#### ORDINARY RESOLUTION

“**THAT** Messrs. RSM Nelson Wheeler be and is hereby appointed as auditor of the Group in place of the resigned auditor, Messrs. Deloitte Touche Tohmatsu to hold office until the conclusion of the next annual general meeting of the Company, and the board of directors of the Company be and are hereby authorised to fix the remuneration of the appointed auditor.”

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

Hong Kong, 3 December 2009

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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*Registered Office:*

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

*Head office and principal place of business in the PRC:*

No. 8, Section I, Xin Hua Road  
Chengdu Cross-Straits Technological Industry Park  
Wengjiang District  
Chengdu City  
Sichuan Province, PRC

*Principal place of business in Hong Kong:*

Rooms 2002-03, 20th Floor  
World Trade Centre  
280 Gloucester Road  
Causeway Bay  
Hong Kong

*Notes:*

1. A shareholder of the Company entitled to attend and vote at the EGM convened is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
2. In case of a joint holding, the form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
3. To be valid, the proxy form 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 branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM. Completion and return of the proxy form will not preclude a member from attending and voting in person.
4. A proxy form for the meeting is enclosed with this circular.