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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)

**GENERAL MANDATES TO ISSUE SECURITIES AND REPURCHASE SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 3 to 5 of this circular.

This circular includes particulars given in compliance with the Rules Governing the Listing of Securities on the Stock Exchange for the purpose of giving information with regard to China Fire Safety Enterprise Group Limited. The Directors of China Fire Safety Enterprise Group Limited 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.

The notice convening the Annual General Meeting of the Company to be held at Falcon Room II, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on 26 May 2016 (Thursday) at 3:30 p.m., is set out in this circular. Whether or not you propose to attend the Annual 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 17M 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 delivery of the proxy form will not preclude you from attending and voting at the Annual General Meeting if you so wish.

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

21 April 2016

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DEFINITIONS

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

“Annual General Meeting” or “AGM”	means the annual general meeting of the Company to be held on 26 May 2016 (Thursday) at 3:30 p.m., at Falcon Room II, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong, Hong Kong, a notice of which is set out on pages 14 to 17 of this circular;
“Board”	means the board of Directors of the Company for the time being or (as the context may require) the majority of Directors (including the independent non-executive Directors) of the Company present and voting at any meeting of the board of Directors of the Company duly convened or a duly authorised committee thereof;
“CIMC”	China International Marine Containers (Group) Co., Ltd., a Controlling Shareholder of the Company, holding 30% of the issued share capital of the Company as at the Latest Practicable Date;
“Companies Law”	means Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands;
“Company”	means China Fire Safety Enterprise Group Limited;
“Connected Person”	have the meaning ascribed to it under the Listing Rules;
“Controlling Shareholder”	have the meaning ascribed to it under the Listing Rules;
“Directors”	means the Directors of the Company;
“Group”	means the Company and its subsidiaries;
“HK\$”	means Hong Kong dollars, the lawful currency of Hong Kong;
“Latest Practicable Date”	means 15 April 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein;
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange;

DEFINITIONS

“Repurchase Mandate”	means a general mandate, which is proposed to be adopted by an ordinary resolution of the Shareholders at the AGM, to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing such resolution;
“SFO”	means the Securities and Futures Ordinance;
“Share(s)”	means share(s) of HK\$0.01 each (or of such other nominal amount as shall result from a sub-division, a consolidation, a re-classification or a re-construction of such shares from time to time) in the capital of the Company;
“Shareholder(s)”	means holder(s) of the Share(s) from time to time;
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited;
“Substantial Shareholder”	means a person who is entitled to exercise or control the exercise of 10% or more of the voting power at any general meeting of the Company; and
“Takeovers Code”	means the Codes on Takeovers and Mergers and Share Repurchases published by the Securities and Futures Commission of Hong Kong from time to time.

LETTER FROM THE BOARD



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)

Non-executive Directors:

Li Yin Hui (*Chairman*)

Jiang Qing (*Vice-Chairman*)

Executive Directors:

Jiang Xiong (*Honorary Chairman*)

Zheng Zu Hua

Luan You Jun

Independent non-executive Directors:

Loke Yu

Heng Ja Wei

Ho Man

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head office and principal place
of business in Hong Kong:*

Units A-B, 16th Floor

China Overseas Building

139 Hennessy Road

Wan Chai, Hong Kong

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

21 April 2016

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SECURITIES AND REPURCHASE SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM. These include, amongst others resolutions relating to (i) the renewal of the general mandate to issue securities of the Company; (ii) the renewal of the general mandate to repurchase Shares; and (iii) the re-election of retiring Directors.

LETTER FROM THE BOARD

This circular contains the explanatory statement in connection with the proposed resolutions for the approval of the renewal of the general mandates to issue securities and to repurchase Shares in accordance with the Listing Rules and biographies of the retiring and re-electing Directors.

GENERAL MANDATE TO ISSUE SECURITIES

At the AGM, ordinary resolutions will be proposed to grant a general mandate to the Directors to allot, issue and otherwise deal with securities of the Company not exceeding the sum of 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing such resolution and the aggregate nominal amount of the shares repurchased under the Repurchase Mandate.

At the Latest Practicable Date, the issued share capital of the Company comprised 4,078,571,430 Shares. Subject to the passing of the resolution approving the general mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the general mandate to allot, issue and otherwise deal with not exceeding 815,714,286 Shares, representing 20% of the total issued share capital of the Company.

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will also be proposed to grant the Repurchase Mandate to the Directors. The explanatory statement, required by the Listing Rules to be sent to the Shareholders, is set out in the Appendix I to this circular, which contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution for the Repurchase Mandate.

The Repurchase Mandate will expire 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 the articles of association of the Company, or any applicable law of Cayman Islands to be held; and (c) the date on which the authority given is revoked or varied by an ordinary resolution of the Shareholders.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 87 of the articles of association of the Company, Dr. Li Yin Hui, Mr. Jiang Xiong, Mr. Zheng Zu Hua, Mr. Luan You Jun, Dr. Loke Yu and Mr. Ho Man shall retire from office at the conclusion of AGM and, being eligible, offer themselves for re-election.

The nomination committee of the Company has assessed the independence of all the independent non-executive Directors in particular, Dr. Loke Yu, who has served the Board for more than nine years. Dr. Loke Yu does not have any management role in the Company and its subsidiaries since his appointment. He has expressed his willingness clearly to exercise independent judgement and has been giving objective views to the Company. There is no evidence that length of tenure is having an unfavourable influence on his independence. The Board is satisfied that, as well proven by the valuable independent judgement and advice given by Dr. Loke Yu over the years, Dr. Loke Yu has the required character, integrity, independence and experience to perform the role of an independent non-executive Director. The Board is not aware of any circumstances that might influence Dr. Loke Yu in exercising his independent judgement and therefore believes he is still independent and should be re-elected at the AGM.

LETTER FROM THE BOARD

Brief biographical details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

The Notice of AGM is set out on pages 14 to 17 of this circular. A proxy form for use at the AGM is enclosed. Whether or not you propose to attend the AGM, 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 17M 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 delivery of the proxy form will not preclude you from attending and voting at the AGM if you so wish.

The ordinary resolutions to approve the general mandate to issue securities, the Repurchase Mandate and the re-election of retiring Directors will be proposed at the AGM.

RECOMMENDATION

The relevant resolutions for the aforesaid are set out in the notice of the AGM, which is set out on pages 14 to 17 to this circular. The Directors are of the opinion that (i) the renewal of general mandates to issue securities, (ii) the renewal of the Repurchase Mandate and (iii) the re-election of the retiring Directors, are in the best interests of the Company and its Shareholders and therefore recommend you to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
By Order of the Board
China Fire Safety Enterprise Group Limited
Li Yin Hui
Chairman

This is an explanatory statement given to all Shareholders relating to the resolution to be proposed at the AGM approving the Repurchase Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) of the Listing Rules.

1. EXERCISE OF THE REPURCHASE MANDATE

At the Latest Practicable Date, the issued share capital of the Company comprised 4,078,571,430 Shares. Subject to the passing of the resolution approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 407,857,143 Shares, representing 10% of the total issued share capital of the Company.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as it would enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and its Shareholders.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association, the Listing Rules and the applicable laws and regulations of the Cayman Islands and Hong Kong. The laws of the Cayman Islands provides that the amount of capital repaid in connection with a share repurchase may only paid out of the profit of the Company or the proceeds of a fresh issue of shares made for such purpose, or if so authorized by its articles of association and subject to the provisions of the Companies Law, out of capital. The amount of premium payable on repurchase may only be paid out of the profit of the Company or out of the share premium account of the Company, or if so authorized by its articles of association and subject to the provisions of the Companies Law, out of capital. The Company will not repurchase Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its audited consolidated financial statements for the year ended 31 December 2015) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing level which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months and up to the Latest Practicable Date prior to the printing of this circular were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
April	0.700	0.530
May	1.050	0.590
June	0.950	0.640
July	0.750	0.250
August	0.570	0.300
September	0.445	0.380
October	0.520	0.400
November	0.470	0.410
December	0.455	0.385
2016		
January	0.405	0.275
February	0.350	0.248
March	0.390	0.305
April (up to the Latest Practicable Date)	0.410	0.340

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the memorandum and articles of association of the Company and the applicable laws of the Cayman Islands.

6. DISCLOSURE OF INTEREST

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates, has a present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

7. GENERAL

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code) could, depending on the level of increase of the Shareholder's interests, obtain or consolidate control of the Company and then becomes obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the register of substantial shareholders maintained by the Company pursuant to Section 336 of the Securities and Futures Ordinance shows that the following Shareholders had notified the Company of their relevant interests in the issued share capital of the Company.

Name of Shareholder	Number of Shares held	Percentage of existing Shareholding	Percentage of Shareholding if the Repurchase Mandate is exercised in full
CIMC Top Gear B.V.	1,223,571,430	30.00%	33.33%
Jiang Xiong	981,600,000	24.07%	26.74%
Jiang Qing	7,500,000	0.18%	0.20%
EH Investment Management Limited	218,015,000	5.35%	5.94%

In the event that the Directors exercised in full the Repurchase Mandate, CIMC Top Gear B.V. would be obliged to make a mandatory offer under 26 of the Takeovers Code in this respect. Apart from that, so far as the Directors are aware, no other Shareholder or a group of Shareholders acting in concert who may become obliged to make a mandatory offer under Rule 26 of the Takeover Code in the event that the Repurchase Mandate is exercised in full.

8. SHARE PURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company during the six months preceding the date of this circular, whether on the Stock Exchange or otherwise.

Dr. Li Yin Hui, aged 48, was appointed as a non-executive Director and the Chairman of the Company on 29 July 2015. He is (i) the vice-president of CIMC; (ii) the chairman of C&C Trucks Co., Ltd.; and (iii) the chairman of the supervisory board of Albert Ziegler GmbH (“Ziegler”). Dr. Li has been working for CIMC for over 10 years and has extensive experience in managing large-scale enterprises. Dr. Li obtained a Bachelor’s degree in Arts (History) and a Doctorate degree in World Economy from the Jilin University in 1991 and 2001 respectively. In addition, he obtained a Master’s degree in Business Administration from the Nanjing University in 1997.

Dr. Li has not entered into any service agreement with the Company. He has no fixed service terms but is subject to retirement by rotation in accordance with the Company’s articles of association. Dr. Li has no interest in the Shares of the Company within the meaning of Part XV of the SFO. Apart from being an employee of CIMC, a Controlling Shareholder of the Company, Dr. Li has no relationship with any Directors, senior management, management shareholders, Substantial Shareholders, or Controlling Shareholders of the Company. Dr. Li was a non-executive director and chairman of Pteris Global Limited (“Pteris”), being a company whose issued shares are listed on the Singapore Exchange, other than that, Dr. Li did not hold any directorship in listed public companies in the last three years other than in the Company.

There is no information relating to Dr. Li that is required to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules.

Saved as disclosed above, the Company is not aware of any matters that need to be brought to the attention of the Shareholders in relation to the re-election of Dr. Li as a Director.

Mr. Jiang Xiong, aged 49, was appointed as an executive Director on 19 February 2002. He is also the Honorary Chairman of the Company. Mr. Jiang has over 20 years experience in the fire services and maintenance industry in the PRC. In April 1996, he was awarded the title “Fuzhou Outstanding Entrepreneur” (福州市優秀私營企業家). In May 1996, Mr. Jiang was awarded one of the “Ten Most Outstanding Youths in Fuzhou” and in November 1997, he was appointed as “member of the Ninth Standing Committee of Fuzhou City People’s Political Consultative Conference” (中國人民政治協商會議第九屆福建省福州市常務委員會委員). In May 1999, he was given the award of “Fujian Outstanding Entrepreneur” (福建省優秀青年企業家). In November 2001, he was appointed as vice-secretary-general of Fire Committee of International Police Foundation (世界警察基金會消防行業委員會副秘書長), a non-profit organisation for the promotion of police goodwill and development of police science. Mr. Jiang is a qualified engineer in the PRC and obtained the qualification of senior economist from the Human Resources Office of Fujian Provincial Government (福建省人事廳) in January 2004. Mr. Jiang was appointed as vice-president of Fujian Overseas Exchanges Association (福建省海外交流協會) in June 2013; as the executive president of Council of World Fujian Youth Association (世界福建青年聯合會) in November 2013; as the overseas committee member of Fujian Province Committee of the Chinese People’s Political Consultative Conference (福建省政協海外列席委員) in 2014 and as the startup consultant of China (Fujian) Pilot Free Trade Zone (福建自貿試驗區第一批企業創新顧問專家) in 2015.

Mr. Jiang has not entered into any service agreement with the Company. He has no fixed service terms but is subject to retirement by rotation in accordance with the Company's articles of association. Mr. Jiang is entitled to an annual emoluments of HK\$1,500,000 and discretionary bonus calculated on the basis of performance of the Group but in any event the discretionary bonus for all executive Directors of the Company shall not exceed 10% of the audited consolidated net profit after taxation and minority interests but before extraordinary and exception items of the Group for that financial year. Mr. Jiang is a Substantial Shareholder and beneficially owns 981,600,000 Shares, representing 26.07% of the issued share capital of the Company as at the Latest Practicable Date. Besides, he has 4,000,000 options granted to him pursuant to the Company's share option scheme (details of the options granted are shown in the section "*Share options held by the retiring and re-electing Director*" on page 13). Mr. Jiang is the younger brother of Mr. Jiang Qing (a non-executive Director, Vice-Chairman and Chief Business Development Officer of the Company), other than that and save as disclosed in this circular, he has no relationship with any Directors, senior management, management shareholders, Substantial Shareholders or Controlling Shareholders of the company. Apart from the Company, Mr. Jiang did not hold any directorship in any listed public company in the last three years.

There is no information relating to Mr. Jiang that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed above, the Company is not aware of any matters that need to be brought to the attention of shareholders in relation to the re-election of Mr. Jiang as a Director.

Mr. Zheng Zu Hua, aged 52, was appointed as a non-executive Director of the Company on 29 July 2015, redesignated as an executive Director of the Company and was appointed as the Chief Executive Officer of the Company on 5 April 2016. Mr. Zheng is (i) a member of the execution board and the general manager of the airport sector management committee of CIMC; (ii) the vice chairman of the supervisory board of Ziegler; (iii) the chairman of Shenzhen CIMC-Tianda Airport Support Ltd. ("CIMC-Tianda"), one of the world's biggest manufacturers of passengers boarding bridge, and that of a number of other enterprises in CIMC's airport sector; and (iv) a non-executive director and the chairman of Pteris. He was an executive director and the chief executive officer of Pteris before he re-designated as a non-executive director and the chairman of Pteris on 4 April 2016; and Mr. Zheng has been working for CIMC for over 25 years. He has over 30 years' experience in the field of engineering and machinery manufacturing. Mr. Zheng obtained a Bachelor's degree in Engineering from the Huazhong University of Science and Technology in 1983 and graduated from the Post-graduate in Mechanical Engineering of the Southwest Jiaotong University in 1987. In addition, he obtained a Master's degree in Business Administration from the Guanghua School of Management of the Peking University in 2002.

Mr. Zheng has not entered into any service agreement with the Company. He has no fixed service terms but is subject to retirement by rotation in accordance with the Company's articles of association. Mr. Zheng has no interest in the Shares of the Company within the meaning of Part XV of the SFO. Apart from being an employee of CIMC, a Controlling Shareholder of the Company, Mr. Zheng has no relationship with any Directors, senior management, management shareholders, Substantial Shareholders, or Controlling Shareholders of the Company. Saved as disclosed above, Mr. Zheng did not hold any directorship in listed public companies in the last three years other than in the Company.

There is no information relating to Mr. Zheng that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Saved as disclosed above, the Company is not aware of any matters that need to be brought to the attention of the Shareholders in relation to the re-election of Mr. Zheng as a Director.

Mr. Luan You Jun, aged 51, was appointed as an executive Director of the Company on 29 July 2015. He is also a Vice-President of the Company. Mr. Luan is (i) the chairman and the chief executive officer of Ziegler; (ii) the chairman of Xinfu Airport Equipment Ltd.; and (iii) the vice-chairman of CIMC-Tianda. Mr. Luan has been working for CIMC for over 20 years and has extensive experience in managing machinery manufacturing businesses. Mr. Luan obtained a Bachelor's degree and a Master's degree in Mechanical Engineering from the Dalian University of Technology in 1986 and 1989 respectively. Besides, he obtained an Executive Master's degree in Business Administration from the Tsinghua University in 2006.

Mr. Luan has not entered into any service agreement with the Company. He has no fixed service terms but is subject to retirement by rotation in accordance with the Company's articles of association. Mr. Luan has no interest in the shares of the Company within the meaning of Part XV of the SFO. Apart from being an employee of CIMC, a Controlling Shareholder of the Company, Mr. Luan has no relationship with any Directors, senior management, management shareholders, Substantial Shareholders, or Controlling Shareholders of the Company. Apart from the Company, Mr. Luan did not hold any directorship in listed public companies in the last three years other than in the Company.

There is no information relating to Mr. Luan that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Saved as disclosed above, the Company is not aware of any matters that need to be brought to the attention of the Shareholders in relation to the re-election of Mr. Luan as a Director.

Dr. Loke Yu, aged 66, was appointed an independent non-executive Director on 1 August 2006. He is the Chairman of the audit committee and remuneration committee of the Company. Dr. Loke has over 40 years of experience in accounting and auditing for private and public companies, financial consultancy and corporate management. He holds a Master of Business Administrative Degree from Universiti Teknologi Malaysia and a Doctor of Business Administrative Degree from University of South Australia. He is a Fellow of The Institute of Chartered Accountants in England and Wales; Hong Kong Institute of Certified Public Accountants and The Hong Kong Institute of Directors. Dr. Loke is also an Associate member of The Hong Kong Institute of Chartered Secretaries.

Dr. Loke is currently the company secretary of Minth Group Limited. In addition to his directorship in the Company, he also serves as an independent non-executive director of the following companies whose shares are listed on the Stock Exchange: Chiho-Tiande Group Limited; China Beidahuang Industry Group Holdings Limited; China Household Holdings Limited; China New Energy Power Group Limited; Martix Holdings Limited; Mega Medical Technology Limited; SCUD Group Limited; Tianhe Chemicals Group Limited; Tianjin Development Holdings Limited; V1 Group Limited; Winfair Investment Company Limited and Zhong An Real Estate Limited. Saved as disclosed above, Dr. Loke did not hold any directorship in any listed public companies in the last three years.

Dr. Loke has not entered into any service agreement with the Company. He has no fixed service terms but is subject to retirement by rotation in accordance with the Company's articles of association. The director's emoluments, which are determined based on the estimated time to be spent by him on the Company's matters, are HK\$240,000 per annum. As at Latest Practicable Date, Dr. Loke holds 4,000,000 options granted by the Company under the share option scheme (details of the options granted are shown in the section "*Share options held by the retiring and re-electing Directors*" on page 13). Save as disclosed above, he has no interest in the shares of the Company within the meaning of Part XV of the SFO and has no relationships with any Directors, senior management, management shareholders, Substantial Shareholders, or Controlling Shareholders of the Company. Dr. Loke has confirmed his independency pursuant to Rule 3.13 of the Listing Rules.

There is no information related to Dr. Loke that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed above, the Company is not aware of any matters that need to be brought to the attention of shareholders in relation to the re-election of Dr. Loke as a Director.

Mr. Ho Man, aged 47, was appointed as an independent non-executive Director of the Company on 29 July 2015. Mr. Ho is currently managing director of an investment holding company. Prior to that, Mr. Ho served as an executive partner representative of a Chengdu-based private equity investment fund from December 2011 to May 2014. Mr. Ho worked for a Hong Kong based private fund management company during January 2010 to December 2013 and was a managing director and head of China growth and expansion capital of CLSA Capital Partners which he worked for during August 1997 to October 2009. Mr. Ho has over 18 years of working experience in private equity investment and finance. Mr. Ho holds an EMBA from Tsinghua University and a Master of Science degree in Finance from the London Business School. He is a Chartered Financial Analyst and Certified Public Accountant.

In addition to that of the Company, Mr. Ho has/had directorship in the following companies whose share are listed on the Stock Exchange: he was an independent non-executive director and member of the audit committee of SCUD Group Limited and Shanghai Tonva Petrochemical Co., Ltd. from December 2006 to October 2009 and from September 2008 to October 2009, respectively; he has been an independent non-executive director, the chairman of the audit committee and a member of the remuneration committee and nomination committee of Fantasia Holdings Group Co., Ltd. since October 2009; and has served as an independent non-executive director of Fu Shou Yuan International Group Limited since September 2015. Besides, he has served since February 2012 as an independent non-executive director of Shenzhen Form Syntron Information Company Limited, whose shares are listed on the ChiNext of Shenzhen Stock Exchange. Mr. Ho has also served as a director of Shenzhen Daxiang United Space Construction Ltd, a company which will soon be listed in the National Equities Exchange and Quotations.

APPENDIX II BIOGRAPHIES OF RETIRING AND RE-ELECTING DIRECTORS

Mr. Ho has not entered into any service agreement with the Company. He has no fixed service terms but is subject to retirement by rotation in accordance with the Company’s articles of association. The director’s emoluments, which are determined based on the estimated time to be spent by him on the Company’s matters, are HK\$240,000 per annum. As at Latest Practicable Date, Mr. Ho holds 2,000,000 options granted by the Company under the share option scheme (details of the options granted are shown in the section “*Share options held by the retiring and re-electing Directors*” on page 13). Save as disclosed above, he has no interest in the shares of the Company within the meaning of Part XV of the SFO and has no relationships with any Directors, senior management, management shareholders, Substantial Shareholders, or Controlling Shareholders of the Company. Mr. Ho has confirmed his independency pursuant to Rule 3.13 of the Listing Rules.

There is no information relating to Mr. Ho that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Saved as disclosed above, the Company is not aware of any matters that need to be brought to the attention of the Shareholders in relation to the re-election of Mr. Ho as a Director.

Share options held by the retiring and re-electing Directors

Grantees	Date of grant	Number of Shares issuable under the options		Exercise price HKD	Percentage of issued share capital of the Company
		Granted	Outstanding at the Latest Practicable Date		
Mr. Jiang Xiong	26 August 2015	4,000,000	4,000,000	0.42	0.098%
Dr. Loke Yu	26 August 2015	4,000,000	4,000,000	0.42	0.098%
Mr. Ho Man	26 August 2015	2,000,000	2,000,000	0.42	0.049%

The options granted will be valid for 10 years from 26 August 2015 to 25 August 2025 (both dates inclusive) but cannot be exercised until they are vested which shall be on the earliest of the following dates:

- (i) the first business day after the second anniversary of 10 July 2015, being the date on which CIMC first becoming a Controlling Shareholder;
- (ii) the first business day after the day on which CIMC disposed of any number of Shares it held such that its shareholdings in the Company will decrease to below 30%; and
- (iii) the first business day after the day on which CIMC’s Shareholdings in the Company increased to an extent that the exercise of all the options granted by the Company on 26 August 2015 will not dilute its Shareholdings in the Company to below 30%.

The options granted have not been vested and therefore not exercisable as at the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN that the Annual General Meeting of China Fire Safety Enterprise Group Limited (the “Company”) will be held at Falcon Room II, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on 26 May 2016 (Thursday) at 3:30 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries (together, the “Group”) and the report of the Directors and auditor for the year ended 31 December 2015;
2. To re-elect retiring Directors of the Company (the “Directors”) and authorise the board of Directors (the “Board”) to fix their remuneration;
3. To re-appoint the auditor Messrs. RSM Hong Kong and authorise the Board to fix their remuneration; and

By way of special business, to consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution:

ORDINARY RESOLUTIONS

4. **“THAT:**
 - (a) subject to paragraph (c) of this Resolution, the Directors be and are hereby granted an unconditional general mandate to exercise during the Relevant Period (as hereinafter defined in this Resolution) all the power of the Company to allot, issue and deal with additional shares in the Company (the “Shares”) and to allot, issue or grant securities convertible or exchangeable into Shares, or options, warrants similar rights to subscribe for acquire Shares or such convertible or exchangeable securities, and to make or grant offers, agreements and options in respect thereof;
 - (b) the mandate referred to in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such power after the end of the Relevant Period;
 - (c) the aggregate nominal amount of share capital of the Company allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) by the Directors pursuant to the mandate referred to in paragraph (a), otherwise than pursuant to:

NOTICE OF ANNUAL GENERAL MEETING

- (i) a Rights Issue;
- (ii) the exercise of rights of subscription or conversion under the terms of any options, warrants or similar rights or convertible securities issued by the Company or any securities which are convertible or exchangeable into Shares;
- (iii) the exercise of the subscription rights under options granted under any option scheme or similar arrangement of the Company for the time being adopted for the grant or issue to officers or employees of the Company or any of its subsidiaries or any eligible participants under such scheme or arrangement of Shares or rights to acquire Shares; or
- (iv) any scrip dividend or similar arrangement providing for the allotment and issue of Shares or other securities of the Company in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company,

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the said approval in paragraph (a) of this Resolution shall be limited accordingly;

- (d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution up to:

- (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 any applicable law or the articles of association of the Company to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting, whichever is the earliest; and

“Rights Issue” means an offer of Shares or other securities of the Company open for a period fixed by the Directors to holders of Shares registered on the register of shareholders of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may in their absolute discretion deem necessary, desirable or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

5. **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors all powers of the Company during the Relevant Period (as hereinafter defined in this Resolution) to repurchase its own shares (the “Shares”), be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be repurchased by the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and the Exchange for this purpose pursuant to the approval in paragraph (a) 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 passing this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution up to:

- (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 any applicable law or the articles of association of the Company to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting, whichever is the earliest.”

6. **“THAT** conditional upon the passing of Ordinary Resolutions No. 4 and 5 set out in the notice, of which this Resolution forms part, the aggregate nominal amount of share capital of the Company that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to and in accordance with the mandate granted under Ordinary Resolution No. 4 be and is hereby increased and extended by the addition thereto of the aggregate nominal amount of the shares in the Company repurchased by the Company pursuant to and in accordance with the mandate granted under Ordinary Resolution No. 5 since the granting of such repurchase mandate, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution.”

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

Hong Kong, 21 April 2016

NOTICE OF ANNUAL GENERAL MEETING

Registered office:

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

Head office and principal place of business in Hong Kong:

Units A-B, 16th Floor
China Overseas Building
139 Hennessy Road
Wan Chai
Hong Kong

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

Notes:

1. A shareholder of the Company entitled to attend and vote at the Annual General Meeting 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 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 branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending and voting in person.
4. A form of proxy for the meeting is enclosed with this circular.