

CHINA FIRE & SECURITY GROUP, INC.
Form SC 13E3
June 10, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13E-3
(Rule 13e-100)

Transaction Statement Under Section 13(e) of the Securities
Exchange Act of 1934 and Rule 13e-3 Thereunder

Rule 13e-3 Transaction Statement under
Section 13(e) of the Securities Exchange Act of 1934

CHINA FIRE & SECURITY GROUP, INC.
(Name of the Issuer)

China Fire & Security Group, Inc.
Amber Parent Limited
Amber Mergerco, Inc.
Li Brothers Holdings Inc.
Jin Zhan Limited
Vyle Investment Inc.
Small Special Technology Inc.
Weigang Li
Brian Lin
Weishe Zhang
(Names of Person(s) Filing Statement)

Bain Capital Asia Integral Investors, L.P.
Bain Capital Investors, LLC
(Names of Filing Person(s)—(Other Person(s)))

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

90915 R 105
(CUSIP Number of Class of Securities)

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Brian Lin
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Pasea Estate
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Weishe Zhang
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Inc.
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Notices and Communications on Behalf of the Persons Filing Statement)

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This statement is filed in connection with (check the appropriate box):

a. The filing of solicitation materials or an information statement subject to Regulation 14A, Regulation 14C or Rule 13e-3(c) under the Securities Exchange Act of 1934.

b. The filing of a registration statement under the Securities Act of 1933.

c. A tender offer.

d. None of the above.

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies:

Check the following box if the filing is a final amendment reporting the results of the transaction:

Calculation of Filing Fee

Transaction Valuation*	Amount Of Filing Fee**
\$265,584,025	\$30,834.31

*Estimated for purposes of calculating the amount of filing fee only. The proposed maximum aggregate transaction value for purposes of calculating the filing fee is \$265,584,025. The maximum aggregate transaction value was calculated based upon the sum of (A) (1) 28,640,321 shares of common stock (including shares of restricted stock) issued and outstanding and owned by persons other than the Company, Parent and Merger Sub on June 8, 2011, multiplied (2) by \$9.00 per share (the "per share merger consideration") and (B) (1) 1,731,220 shares of common stock underlying outstanding options of the Company with an exercise price of \$6.81 or less, as of June 8, 2011, multiplied by (2) the excess of the per share merger consideration over the weighted average exercise price of \$4.48. The filing fee equals the product of 0.0001161 multiplied by the maximum aggregate value of the transaction.

**The amount of filing fee, calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory No. 5 for Fiscal Year 2011 issued by the Securities and Exchange Commission, is calculated by multiplying the transaction valuation by 0.0001161.

Check the box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$30,834.31

Paid:

Form or Registration Schedule 14A-Preliminary Proxy Statement

No.:

Filing Party: China Fire & Security Group, Inc.

Date Filed: June 10, 2011

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

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INTRODUCTION

This Rule 13E-3 transaction statement on Schedule 13E-3, together with the exhibits hereto (this “Schedule 13E-3” or “Transaction Statement”) is being filed with the Securities and Exchange Commission (the “SEC”) pursuant to Section 13(e) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) jointly by the following persons (each, a “Filing Person,” and collectively, the “Filing Persons”): China Fire & Security Group, Inc., a Florida corporation (the “Issuer” or the “Company”), Amber Parent Limited, an exempted company incorporated in the Cayman Islands (“Parent”), Amber Mergerco, Inc., a Florida corporation (“Merger Sub”) and a wholly-owned subsidiary of Parent, Li Brothers Holdings Inc., a British Virgin Islands corporation (“Li Brothers”), Jin Zhan Limited, an exempted company incorporated in the British Virgin Islands (“Jin Zhan”), Vyle Investment Inc., a British Virgin Islands corporation (“Vyle Investment”), Small Special Technology Inc., a British Virgin Islands corporation (“Small Special”), Bain Capital Asia Integral Investors, L.P., a Cayman Islands limited partnership (“Asia Integral”), Bain Capital Investors, LLC, a Delaware limited liability company (“Bain Capital”), Mr. Weigang Li, the Chairman of the board of directors of the Company, Mr. Brian Lin, the Chief Executive Officer and member of the board of directors of the Company, and Mr. Weishe Zhang, the Vice President of Strategic Planning and member of the board of directors of the Company. The class of equity securities to which this Transaction Statement relates is the Company’s common stock, par value \$0.001 per share (the “Common Stock”).

On May 20, 2011, the Issuer entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Parent and Merger Sub providing for the merger of Merger Sub with and into the Issuer, with the Issuer surviving the merger as a wholly-owned subsidiary of Parent (the “Merger”). Asia Integral, whose general partner is Bain Capital, owns all of the interests in Parent. Upon consummation of the Merger and pursuant to the Rollover Agreement (as defined below), Asia Integral will own approximately 75.8% of Parent and certain other persons will own approximately 24.2% of Parent. Concurrently with the filing of this Schedule 13E-3, the Issuer is filing with the SEC a preliminary Proxy Statement (the “Proxy Statement”) under Regulation 14A of the Exchange Act, relating to a special meeting of the shareholders of the Issuer at which the shareholders of the Issuer will consider and vote upon, among other things, a proposal to adopt the Merger Agreement. The approval of the Merger Agreement will require the affirmative vote of both (i) shareholders holding at least seventy-five percent (75%) of the outstanding shares of the Common Stock at the close of business on the record date and (ii) unaffiliated shareholders holding more than fifty percent (50%) of the outstanding shares of the Common Stock at the close of business on the record date (other than shares owned by the Rollover Investors (as defined below), the Voting Shareholders (as defined below), and/or any holders of Common Stock who have entered into voting agreements or other similar shareholder support agreements with Parent, Merger Sub or their affiliates following May 20, 2011, agreeing to vote in favor of the merger).

Concurrently with the execution and delivery of the Merger Agreement, each of Li Brothers, China Honour Investment Limited, an exempted company incorporated in the British Virgin Islands, Jin Zhan, Vyle Investment, Small Special, Mr. Weigang Li, Mr. Brian Lin and Mr. Weishe Zhang (collectively, the “Voting Shareholders”) entered into voting agreements (collectively, the “Voting Agreements”) with Parent and Merger Sub, pursuant to which the Voting Shareholders, from and after the date of the Merger Agreement and until the earlier of the effective time or the termination of the Merger Agreement pursuant to its terms, irrevocably and unconditionally granted to, and appointed Parent or its designee, such Voting Shareholder’s proxy and attorney-in-fact, to vote or cause to be voted 16,789,100 shares of Common Stock and 127,500 shares of restricted stock owned by them, aggregating approximately 59.1% of the outstanding voting securities of the Company as of June 8, 2011, among other things, in favor of the approval of the Merger Agreement and the transactions contemplated by the Merger Agreement and against any acquisition proposal from any third party without regard to its terms. If for any reason the proxy granted therein is not irrevocable, the Voting Shareholders have also agreed to, among other things, to vote the shares of Common Stock and shares of restricted stock subject to the voting agreements in favor of the approval of the Merger Agreement and the transactions contemplated by the Merger Agreement, and against any acquisition proposal from any third party without regard to its terms.

Under the terms of the Merger Agreement, at the effective time of the Merger each outstanding share of Common Stock (other than as described below) will be converted automatically into the right to receive \$9.00 in cash (the “Per Share Merger Consideration”), without interest and less any applicable withholding taxes. Li Brothers is a special purpose company controlled in part and Jin Zhan is a special purpose company controlled in full by Mr. Weigang Li, and Vyle Investment and Small Special are special purpose companies controlled in full by Mr. Brian Lin and Mr. Weishe Zhang, respectively (Li Brothers, Jin Zhan, Vyle Investment and Small Special collectively, the “Rollover Investors”). The Rollover Investors entered into a rollover agreement (the “Rollover Agreement”) with Parent and Merger Sub pursuant to which they have agreed to contribute to Parent a portion of the shares of Common Stock owned by them, aggregating approximately 19.9% of the outstanding shares of Common Stock as of June 8, 2011 (the “Rollover Shares”), in exchange for a certain equity interest in Parent at the same price per share as is paid by the shareholders of Parent affiliated with the Sponsors at closing. In addition, Li Brothers agreed to contribute an additional portion of the Common Stock owned by it representing approximately 4.3% of the outstanding shares of Common Stock as of June 8, 2011 (the “Cashed-Out Shares”) to Merger Sub in exchange for a per share amount equal to the Per Share Merger Consideration, which will be paid after the Company’s shareholders generally receive their merger consideration. The surviving corporation is required to pay Li Brothers the consideration for the Cashed-Out Shares as soon as practicable following such time as it has funds sufficient to make such payment and to use its reasonable best efforts to make such payment within three months following the completion of the Merger. Shares of Common Stock

owned by Parent or Merger Sub (including the Rollover Shares and the Cashed-Out Shares) will be canceled without payment based on the Per Share Merger Consideration. Shares of Common Stock owned by shareholders who have perfected and not withdrawn a demand for appraisal rights under the Florida Business Corporation Act (the “FBCA”) will be canceled without payment based on the Per Share Merger Consideration and such shareholders will instead be entitled to appraisal rights under the FBCA. The Merger remains subject to the satisfaction or waiver of the conditions set forth in the Merger Agreement, including obtaining approval of the existing shareholders of the Company.

The cross-references below are being supplied pursuant to General Instruction G to Schedule 13E-3 and show the location in the Proxy Statement of the information required to be included in response to the items of Schedule 13E-3. Pursuant to General Instruction F to Schedule 13E-3, the information contained in the Proxy Statement, including all annexes thereto, is incorporated in its entirety herein by this reference, and the responses to each item in this Schedule 13E-3 are qualified in their entirety by the information contained in the Proxy Statement and the annexes thereto. As of the date hereof, the Proxy Statement is in preliminary form and is subject to completion or amendment. Capitalized terms used but not defined in this Schedule 13E-3 shall have the meanings given to them in the Proxy Statement.

All information contained in this Schedule 13E-3 concerning each Filing Person has been supplied by such Filing Person. No Filing Person, including the Company, is responsible for the accuracy of any information supplied by any other Filing Person.

The filing of this Transaction Statement shall not be construed as an admission by any Filing Person, or by any affiliate of a Filing Person, that the Company is “controlled” by any other Filing Person, or that any other Filing Person is an “affiliate” of the Company within the meaning of Rule 13e-3 under Section 13(e) of the Exchange Act.

Item 1. Summary Term Sheet

The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“SUMMARY TERM SHEET”

“QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER”

Item 2. Subject Company Information

(a) Name and Address. The information set forth in the Proxy Statement under the section entitled “SPECIAL FACTORS—The Parties” is incorporated herein by reference.

(b) Securities. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER”

“THE SPECIAL MEETING—Record Date; Shareholders Entitled to Vote; Quorum”

“COMMON STOCK TRANSACTION INFORMATION”

The exact title of each class of the subject equity securities is “China Fire & Security Group, Inc. common stock, par value \$0.001 per share.”

(c) Trading Market and Price. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“SPECIAL FACTORS—Dividends”

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“MARKET PRICE AND DIVIDEND INFORMATION”

(d) Dividends. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“SPECIAL FACTORS—Dividends”

“MARKET PRICE AND DIVIDEND INFORMATION”

(e) Prior Public Offerings. None.

(f) Prior Stock Purchases. The information set forth in the Proxy Statement under the section entitled “COMMON STOCK TRANSACTION INFORMATION” is incorporated herein by reference.

Item 3. Identity and Background of Filing Person

(a) Name and Address. The information set forth in the Proxy Statement under the section entitled “SPECIAL FACTORS—The Parties” is incorporated herein by reference.

The business address of Li Brothers is P.O.Box 3321, Drake Chambers, Road Town, Tortola, British Virgin Islands and their telephone number is +86-10-84417400.

The business address of Jin Zhan is P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands and their telephone number is +86-10-84417400.

The business address of Vyle Investment is P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands and their telephone number is +86-10-84417400.

The business address of Small Special is Morgan & Morgan Building, Pasea Estate, Road Town, Tortola, British Virgin Islands and their telephone number is +86-10-84417400.

The business address and business telephone number of Mr. Weigang Li, Mr. Brian Lin and Mr. Weishe Zhang is c/o China Fire & Security Group, Inc., South Banbidian Industrial Park, Liqiao Township, Shunyi District, Beijing, 101304, People’s Republic of China and their telephone number is +86-10-84417400.

The business address and business telephone number of Asia Integral and Bain Capital is c/o Bain Capital Partners, LLC, 111 Huntington Avenue, Boston, MA, 02199 and their telephone number is +1 617.516.2000.

(b) Business and Background of Entities. The information set forth in the Proxy Statement under the section entitled “SPECIAL FACTORS—The Parties” is incorporated herein by reference.

Each of Li Brothers, Vyle Investment and Small Special are British Virgin Islands corporations and Jin Zhan is an exempted company incorporated in the British Virgin Islands. Each of the Rollover Investors’ principal business is to act as a holding company in order to engage in strategic business operations and activities.

Asia Integral is a Cayman Islands limited partnership and is principally engaged in the business of investment in securities. The general partner of Asia Integral is Bain Capital, a Delaware limited liability company, which is principally engaged in the business of acting as the general partner of persons primarily engaged in the business of making private equity or other types of investments.

(c) Business and Background of Natural Persons. The information set forth in the Proxy Statement under the section entitled “SPECIAL FACTORS—The Parties” is incorporated herein by reference.

During the past five years, none of the Filing Persons and none of their respective partners, controlling persons, directors or executive officers, as applicable, have been (i) convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) or (ii) a party to any judicial or administrative proceeding (except for matters that were dismissed without sanction or settlement) that resulted in a judgment, decree or final order enjoining such person from future violations of, or prohibiting activities subject to, federal or state securities laws, or a finding of any violation of federal or state securities laws.

China Fire & Security Group, Inc.: Set forth below for each director and executive officer of the Company is his or her respective present principal occupation or employment, the name of the corporation or other organization in which such occupation or employment is conducted and the five-year employment history of each such director and executive officer.

Executive Officers

Mr. Weigang Li, Chairman of the Board, Vice President of Sales of the Company and General Manager of Sureland Industrial Fire Safety Limited, one of the Company's indirect subsidiaries ("Sureland Industrial"), PRC citizen, 43. Mr. Li has served as VP of Sales of the Company since February 2009. Mr. Li co-founded Sureland Industrial in 1995 and held various positions, including deputy director, director and Deputy General Manager of Sales. Mr. Li has been influential in winning a number of large, notable contracts since the Company's inception. Mr. Li has over 15 years of hands on experience in project sales and sales force management in the China fire protection industry. He is currently completing a business diploma in an advanced program for young Chinese entrepreneurs at Tsinghua University.

Mr. Brian Lin, Chief Executive Officer, Director, Canadian citizen, 46. Since March 2010, Mr. Lin has served as Chief Executive Officer of the Company. From December 2009 through March 2010, Mr. Lin served as Chief Financial Officer of the Company. Mr. Lin has served as a director since October 2006 and served as Chief Executive Officer of the Company from October 2006 to December 2009. Mr. Lin has over 17 years of management and technical experience both in the United States and China. Mr. Lin is an early stage investor and co-founder of the Company and has been providing strategic guidance since its inception. Prior to joining the Company full time in January 2006, Mr. Lin served as CEO of Beijing Linkhead Technologies from 2001 to 2005. Mr. Lin received his Master's Degree in Electrical Engineering from University of Toronto, Canada in 1989.

Mr. Tongzhou Qin, Chief Financial Officer, Deputy General Manager of Sureland Industrial, PRC citizen, 41. Mr. Qin joined the Company in March 2010 as the Deputy General Manager of Sureland Industrial, responsible for finance, internal audit, human resources and administration. Mr. Qin has over 18 years of accounting, finance and general management experience. Prior to joining the Company, he was the senior manager at Ernst & Young Huaming Certified Public Accounting Firm in Beijing from March 2001 to February 2010, where he led the audit team and advised clients on internal controls, corporate governance and other public listing rules. Mr. Qin is a Certified Public Accountant, Certified Public Valuer and Certified Tax Agent in the PRC. Mr. Qin obtained his Bachelors degree in Investment Economy Management from China's Central University of Finance and Economy in 1992.

Mr. Weishe Zhang, Vice President of Strategic Planning, Director, PRC citizen, 46. Since December 2009, Mr. Zhang has served as Vice President of strategic planning and management of marketing, technology and product development. Mr. Zhang has served as a director since February 2009 and served as Chief Technology Officer from February 2009 to December 2009. From 2002 to February 2009, Mr. Zhang held various positions in the field of product research and development, including Director of System Integration, Director of Product Research and Development Center and Chief Engineer in Sureland Industrial. With over 15 years of experience in the China fire protection industry, Mr. Zhang is the inventor of dozens of international and domestic product and technology patents. Mr. Zhang received a Master's Degree in Engineering from Beijing University of Aeronautics & Astronautics in 1989.

Directors (other than Weigang Li, Brian Lin and Weishe Zhang)

Mr. Xianghua Li, Director, PRC citizen, 66. Mr. Xianghua Li has served as an independent Director since September 2008. Mr. Li was the vice chairman of China Fire Protection Association since October 2003. Mr. Li received his diploma from the Military School of Mechanical Technology.

Mr. Yinqing Li, Director, PRC citizen, 58. Mr. Yinqing Li is the president of the Institute of Building Fire Research, China Academy of Building Research. Mr. Li also holds several concurrent positions including Secretary-general of the Fire-proof and Comprehensive Technique Institute of the Architectural Society of China, the executive director of the China Fire Protection Association, and the director of the National Fire Standardization Technical Committee. Mr. Li has more than 30 years of experience in the fire protection industry including experience with technology innovation, industry standardization and new product development. Mr. Li has also hosted several fire protection design workshops for the mega-buildings in Beijing including the Beijing Capital Airport Terminal 3, the National Stadium and the National centre for the Performing Arts. Mr. Li received his Bachelor's Degree from Tsinghua University in 1977.

Mr. Guoyou Zhang, Director, PRC citizen, 59. Mr. Zhang has served as an independent Director since April 2007. Mr. Zhang is currently the Vice President of Beijing University and the director of the Institute of International Business Management, Beijing University. Professor Zhang has extensive experience in teaching economics and business management and has written and/or edited many published articles and books over the past 20 years. Mr. Zhang has been teaching in Beijing University since 1976. He received his Ph.D. degree in Economics from Beijing University in 1991.

Mr. Albert McLelland, Director, American citizen, 52. Mr. McLelland has served as an independent Director since September 2008. Since 2003, Mr. McLelland has been the Senior Managing Director of AmPac Strategic Capital LLC (AmPac) Prior to founding AmPac, Mr. McLelland was responsible for the day-to-day operations of the cross-border transactions initiative of PricewaterhouseCoopers' ("PwC") Financial Advisory Services. Albert possesses extensive investment and merchant banking experience. He has built two Asian based financial service firms and also ran corporate finance at CEF Taiwan Limited. Mr. McLelland began his investment banking career at Shearson Lehman. Mr. McLelland is also teaching "Venturing in China" at the Caruth Institute for Entrepreneurship at the Cox School of Business at Southern Methodist University. Since 2009, Mr. McLelland has been an Independent Director and Chairman of the Audit Committee for Yanglin Soybean, Inc. ("YSYB.OB") and China Housing and Land Development, Inc. ("CHLN"). Mr. McLelland holds an MBA degree from the University of Chicago and a Master of International Affairs from Columbia. He did his undergraduate studies at the University of South Florida and also studied Mandarin at the National Normal University in Taiwan.

Li Brothers Holdings Inc.: Set forth below for each director of Li Brothers is his or her respective present principal occupation or employment, the name of the corporation or other organization in which such occupation or employment is conducted and the five-year employment history of each such director.

Ms. Jincal Li, Director, PRC citizen, 44. Ms. Li has served as a Director of Li Brothers Holdings Inc. since April 2010. Since June 1988 to October 1997, she was a procurator at Cangzhou City Suburban People's Procuratorate of Hebei Province. Ms. Li worked at the Department of Law of People's University of China from September 1985 to June 1987. Since October 1997 to present, Ms. Li also serves as the Vice Director of Anti-Corruption Bureau and Second Grade Procurator of Xihua District People's Procuratorate of Cangzhou City of Hebei Province.

Mr. Weigang Li, Director, PRC citizen, 43. Mr. Li has served as a Director of Li Brothers Holdings Inc. since April 2010. Mr. Li is the Chairman of the Board, Vice President of Sales of the Company and General Manager of Sureland Industrial. Mr. Li has served as VP of Sales of the Company since February 2009. Mr. Li co-founded Sureland Industrial in 1995 and held various positions, including deputy director, director and Deputy General Manager of Sales. Mr. Li has been influential in winning a number of large, notable contracts since the Company's inception. Mr. Li has over 15 years of hands on experience in project sales and sales force management in the China fire protection industry. He is currently completing a business diploma in an advanced program for young Chinese entrepreneurs at Tsinghua University.

Jin Zhan Limited: Set forth below for each director of Jin Zhan is his or her respective present principal occupation or employment, the name of the corporation or other organization in which such occupation or employment is conducted and the five-year employment history of each such director.

Mr. Weigang Li, Director, PRC citizen, 43. Mr. Li is the Chairman of the Board, Vice President of Sales of the Company and General Manager of Sureland Industrial. Mr. Li has served as VP of Sales of the Company since February 2009. Mr. Li co-founded Sureland Industrial in 1995 and held various positions, including deputy director, director and Deputy General Manager of Sales. Mr. Li has been influential in winning a number of large, notable contracts since the Company's inception. Mr. Li has over 15 years of hands on experience in project sales and sales force management in the China fire protection industry. He is currently completing a business diploma in an advanced program for young Chinese entrepreneurs at Tsinghua University.

Vyle Investment Inc.: Set forth below for each director of Vyle Investment is his or her respective present principal occupation or employment, the name of the corporation or other organization in which such occupation or employment is conducted and the five-year employment history of each such director.

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Mr. Brian Lin, Director, Canadian citizen, 46. Since March 2010, Mr. Lin has served as Chief Executive Officer of the Company. From December 2009 through March 2010, Mr. Lin served as Chief Financial Officer of the Company. Mr. Lin has served as a director since October 2006 and served as Chief Executive Officer of the Company from October 2006 to December 2009. Mr. Lin has over 17 years of management and technical experience both in the United States and China. Mr. Lin is an early stage investor and co-founder of the Company and has been providing strategic guidance since its inception. Prior to joining the Company full time in January 2006, Mr. Lin served as CEO of Beijing Linkhead Technologies from 2001 to 2005. Mr. Lin received his Master's Degree in Electrical Engineering from University of Toronto, Canada in 1989.

Small Special Technology Inc.: Set forth below for each director of Small Special is his or her respective present principal occupation or employment, the name of the corporation or other organization in which such occupation or employment is conducted and the five-year employment history of each such director.

Mr. Weishe Zhang, Director, PRC citizen, 46. Mr. Zhang is the Vice President of Strategic Planning and Director of the Company. Since December 2009, Mr. Zhang has served as Vice President of strategic planning and management of marketing, technology and product development. Mr. Zhang has served as a director since February 2009 and served as Chief Technology Officer from February 2009 to December 2009. From 2002 to February 2009, Mr. Zhang held various positions in the field of product research and development, including Director of System Integration, Director of Product Research and Development Center and Chief Engineer in Sureland Industrial. With over 15 years of experience in the China fire protection industry, Mr. Zhang is the inventor of dozens of international and domestic product and technology patents. Mr. Zhang received a Master's Degree in Engineering from Beijing University of Aeronautics & Astronautics in 1989.

Parent.:The name, current principal occupation or employment and material occupations, positions, offices or employment during the past five years of each director of Parent is set forth below. Bain Capital is engaged in the business of acting as the general partner of persons primarily engaged in the business of making private equity and other types of investments. Bain Capital Partners, LLC ("Bain Capital Partners") is a private investment firm that manages several private equity funds. Each of the directors listed below is a U.S. citizen. The business address of the directors listed below is c/o Bain Capital Partners, LLC, 111 Huntington Avenue, Boston, Massachusetts 02199.

Paul B. Edgerley. Mr. Edgerley is a managing director of Bain Capital and Bain Capital Partners. He joined Bain Capital Partners in 1988 and became a managing director in 1990.

Michael Goss. Mr. Goss is a managing director and chief operating officer of Bain Capital Partners. He joined Bain Capital Partners in 2001 as a managing director-chief financial officer.

James G. Boudreau. Mr. Boudreau is a senior vice president of Bain Capital Partners. He joined Bain Capital Partners in 2001.

Merger Sub.:The name, current principal occupation or employment and material occupations, positions, offices or employment during the past five years of each director or executive officer of Merger Sub is set forth below. Bain Capital is engaged in the business of acting as the general partner of persons primarily engaged in the business of making private equity and other types of investments. Bain Capital Partners is a private investment firm that manages several private equity funds. Each of the directors listed below is a U.S. citizen. The business address of the directors and executive officers listed below is c/o Bain Capital Partners, LLC, 111 Huntington Avenue, Boston, Massachusetts 02199.

Paul B. Edgerley. Mr. Edgerley is the Director, President and Secretary of Merger Sub. Mr. Edgerley is a managing director of Bain Capital and Bain Capital Partners. He joined Bain Capital Partners in 1988 and became a managing director in 1990.

Michael Goss. Mr. Goss is the Director, Vice President and Assistant Secretary of Merger Sub. Mr. Goss is a managing director and chief operating officer of Bain Capital Partners. He joined Bain Capital Partners in 2001 as a managing director-chief financial officer.

Item 4. Terms of the Transaction

(a)(1) Material Terms – Tender Offers. Not applicable.

(a)(2) Material Terms – Mergers or Similar Transactions. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“SUMMARY TERM SHEET”

“QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER”

“SPECIAL FACTORS—Background of the Merger”

“SPECIAL FACTORS—Recommendation of Our Board of Directors and Special Committee; Reasons for Recommending the Approval of the Merger Agreement; Fairness of the Merger”

“SPECIAL FACTORS—Purposes and Reasons of the Sponsors, Parent and Merger Sub for the Merger”

“SPECIAL FACTORS—Purposes and Reasons of the Rollover Investors for the Merger”

“SPECIAL FACTORS—Interests of the Company’s Directors and Executive Officers in the Merger”

“SPECIAL FACTORS—Certain Material United States Federal Income Tax Consequences”

“THE SPECIAL MEETING—Record Date; Shareholders Entitled to Vote; Quorum”

“THE SPECIAL MEETING—Stock Ownership and Interests of Certain Persons”

“THE MERGER AGREEMENT”

Annex A—AGREEMENT AND PLAN OF MERGER

(c) Different Terms. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“SUMMARY TERM SHEET”

“SPECIAL FACTORS—Certain Effects of the Merger”

“SPECIAL FACTORS—Financing of the Merger”

“SPECIAL FACTORS—Interests of the Company’s Directors and Executive Officers in the Merger”

“THE SPECIAL MEETING—Stock Ownership and Interests of Certain Persons”

“THE MERGER AGREEMENT”

Annex A—AGREEMENT AND PLAN OF MERGER

(d) Appraisal Rights. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“SUMMARY TERM SHEET”

“QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER”

“APPRAISAL RIGHTS”

Annex C—SECTIONS 607.1301-607.1333 OF THE FLORIDA BUSINESS CORPORATION ACT

(e) Provisions for Unaffiliated Security Holders. There are no provisions in connection with the Merger to grant unaffiliated security holders access to the corporate files of the Filing Persons or to obtain counsel or appraisal services at the expense of the Filing Persons.

(f) Eligibility for Listing or Trading. Not applicable.

Item 5. Past Contacts, Transactions, Negotiations and Agreements

(a) Transactions. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“SUMMARY TERM SHEET”

“SPECIAL FACTORS—Background of the Merger”

“SPECIAL FACTORS—Interests of the Company’s Directors and Executive Officers in the Merger”

“THE MERGER AGREEMENT”

Annex A—AGREEMENT AND PLAN OF MERGER

(b) Significant Corporate Events. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“SUMMARY TERM SHEET”

“SPECIAL FACTORS—Background of the Merger”

“SPECIAL FACTORS—Interests of the Company’s Directors and Executive Officers in the Merger”

“THE MERGER AGREEMENT”

Annex A—AGREEMENT AND PLAN OF MERGER

(c) Negotiations or Contacts. The information set forth in the Proxy Statement under the section entitled “SPECIAL FACTORS—Background of the Merger” is incorporated herein by reference.

(e) Agreements Involving the Subject Company’s Securities. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“SUMMARY TERM SHEET”

“SPECIAL FACTORS—Background of the Merger”

“SPECIAL FACTORS—Interests of the Company’s Directors and Executive Officers in the Merger”

“SPECIAL FACTORS—Financing of the Merger”

“THE MERGER AGREEMENT”

Annex A—AGREEMENT AND PLAN OF MERGER

Annex D—ROLLOVER AGREEMENT

Annex E—FORM OF VOTING AGREEMENT

Item 6. Purposes of the Transaction and Plans or Proposals

(b) Use of Securities Acquired. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“SUMMARY TERM SHEET”

“SPECIAL FACTORS—Certain Effects of the Merger”

“SPECIAL FACTORS—Plans for the Company”

“THE MERGER AGREEMENT”

Annex A—AGREEMENT AND PLAN OF MERGER

(c)(1)-(8) Plans. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“SUMMARY TERM SHEET”

“SPECIAL FACTORS—Certain Effects of the Merger”

“SPECIAL FACTORS—Plans for the Company”

“SPECIAL FACTORS—Financing of the Merger”

“SPECIAL FACTORS—Limited Guarantee”

“SPECIAL FACTORS—Interests of the Company’s Directors and Executive Officers in the Merger”

“SPECIAL FACTORS—Dividends”

“SPECIAL FACTORS—Delisting and Deregistration of the Company Common Stock”

“THE MERGER AGREEMENT”

“MARKET PRICE AND DIVIDEND INFORMATION”

Annex A—AGREEMENT AND PLAN OF MERGER

Annex D—ROLLOVER AGREEMENT

Annex E—FORM OF VOTING AGREEMENT

Item 7. Purposes, Alternatives, Reasons and Effects

(a) Purposes. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“SUMMARY TERM SHEET”

“SPECIAL FACTORS—Background of the Merger”

“SPECIAL FACTORS—Recommendation of Our Board of Directors and Special Committee; Reasons for Recommending the Approval of the Merger Agreement; Fairness of the Merger”

“SPECIAL FACTORS—Purposes and Reasons of the Sponsors, Parent and Merger Sub for the Merger”

“SPECIAL FACTORS—Purposes and Reasons of the Rollover Investors for the Merger”

“SPECIAL FACTORS—Plans for the Company”

“THE MERGER AGREEMENT”

Annex A—AGREEMENT AND PLAN OF MERGER

(b) Alternatives. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“SPECIAL FACTORS—Background of the Merger”

“SPECIAL FACTORS—Recommendation of Our Board of Directors and Special Committee; Reasons for Recommending the Approval of the Merger Agreement; Fairness of the Merger”

“SPECIAL FACTORS—Purposes and Reasons of the Sponsors, Parent and Merger Sub for the Merger”

“SPECIAL FACTORS—Purposes and Reasons of the Rollover Investors for the Merger”

“SPECIAL FACTORS—Position of the Sponsors, Parent and Merger Sub Regarding the Fairness of the Merger”

“SPECIAL FACTORS—Position of the Rollover Investors Regarding the Fairness of the Merger”

“SPECIAL FACTORS—Effects on the Company if Merger is not Completed”

(c) Reasons. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“SPECIAL FACTORS—Background of the Merger”

“SPECIAL FACTORS—Recommendation of Our Board of Directors and Special Committee; Reasons for Recommending the Approval of the Merger Agreement; Fairness of the Merger”

“SPECIAL FACTORS—Purposes and Reasons of the Sponsors, Parent and Merger Sub for the Merger”

“SPECIAL FACTORS—Purposes and Reasons of the Rollover Investors for the Merger”

(d) Effects. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“SUMMARY TERM SHEET”

“SPECIAL FACTORS—Background of the Merger”

“SPECIAL FACTORS—Certain Effects of the Merger”

“SPECIAL FACTORS—Plans for the Company”

“SPECIAL FACTORS—Interests of the Company’s Directors and Executive Officers in the Merger”

“SPECIAL FACTORS—Certain Material United States Federal Income Tax Consequences”

“THE MERGER AGREEMENT”

“APPRAISAL RIGHTS”

Annex A—AGREEMENT AND PLAN OF MERGER

Annex C—SECTIONS 607.1301-607.1333 OF THE FLORIDA BUSINESS CORPORATION ACT

Item 8. Fairness of the Transaction

(a), (b) Fairness; Factors Considered in Determining Fairness. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“SUMMARY TERM SHEET”

“SPECIAL FACTORS—Recommendation of Our Board of Directors and Special Committee; Reasons for Recommending the Approval of the Merger Agreement; Fairness of the Merger”

“SPECIAL FACTORS—Opinion of Barclays Capital, Financial Advisor to the Special Committee”

“SPECIAL FACTORS—Position of the Sponsors, Parent and Merger Sub Regarding the Fairness of the Merger”

“SPECIAL FACTORS—Position of the Rollover Investors Regarding the Fairness of the Merger”

Annex B—OPINION OF BARCLAYS CAPITAL ASIA LIMITED

(c) Approval of Security Holders. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“SUMMARY TERM SHEET”

“QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER”

“THE SPECIAL MEETING—Record Date; Shareholders Entitled to Vote; Quorum”

“THE MERGER AGREEMENT—Conditions to the Completion of the Merger”

Annex A—AGREEMENT AND PLAN OF MERGER

(d) Unaffiliated Representative. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“SUMMARY TERM SHEET”

“SPECIAL FACTORS—Background of the Merger”

“SPECIAL FACTORS—Recommendation of Our Board of Directors and Special Committee; Reasons for Recommending the Approval of the Merger Agreement; Fairness of the Merger”

“SPECIAL FACTORS—Opinion of Barclays Capital, Financial Advisor to the Special Committee”

Annex B—OPINION OF BARCLAYS CAPITAL ASIA LIMITED

(e) Approval of Directors. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“SUMMARY TERM SHEET”

“SPECIAL FACTORS—Background of the Merger”

“SPECIAL FACTORS—Recommendation of Our Board of Directors and Special Committee; Reasons for Recommending the Approval of the Merger Agreement; Fairness of the Merger”

(f) Other Offers. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

“SPECIAL FACTORS—Background of the Merger”

“SPECIAL FACTORS—Recommendation of Our Board of Directors and Special Committee; Reasons for Recommending the Approval of the Merger Agreement; Fairness of the Merger”

Item 9. Reports, Opinions, Appraisals and Negotiations

(a) Report, Opinion or Appraisal. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference.

“SUMMARY TERM SHEET”

“SPECIAL FACTORS—Background of the Merger”

“SPECIAL FACTORS—Recommendation of Our Board of Directors and Special Committee; Reasons for Recommending the Approval of the Merger Agreement; Fairness of the Merger”

“SPECIAL FACTORS—Opinion of Barclays Capital, Financial Advisor to the Special Committee”

Annex B—OPINION OF BARCLAYS CAPITAL ASIA LIMITED

(b) Preparer and Summary of the Report, Opinion or Appraisal. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference.

“SUMMARY TERM SHEET”

“SPECIAL FACTORS—Background of the Merger”

“SPECIAL FACTORS—Recommendation of Our Board of Directors and Special Committee; Reasons for Recommending the Approval of the Merger Agreement; Fairness of the Merger”

“SPECIAL FACTORS—Opinion of Barclays Capital, Financial Advisor to the Special Committee”

Annex B—OPINION OF BARCLAYS CAPITAL ASIA LIMITED

(c) Availability of Documents. The information set forth in the Proxy Statement under the section entitled “WHERE YOU CAN FIND MORE INFORMATION” is incorporated herein by reference.

Item 10. Source and Amounts of Funds or Other Consideration

(a) Source of Funds. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

“SUMMARY TERM SHEET”

“SPECIAL FACTORS—Financing of the Merger”

“SPECIAL FACTORS—Limited Guarantee”

“THE MERGER AGREEMENT”

Annex A—AGREEMENT AND PLAN OF MERGER

(b) Conditions. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

“SUMMARY TERM SHEET”

“SPECIAL FACTORS—Financing of the Merger”

“SPECIAL FACTORS—Limited Guarantee”

“THE MERGER AGREEMENT”

Annex A—AGREEMENT AND PLAN OF MERGER

(c) Expenses. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

“SUMMARY TERM SHEET”

“SPECIAL FACTORS—Effects on the Company if Merger is not Completed”

“SPECIAL FACTORS—Estimated Fees and Expenses”

“THE MERGER AGREEMENT—Termination of the Merger Agreement”

“THE MERGER AGREEMENT—Termination Fees; Reimbursement of Expenses”

Annex A—AGREEMENT AND PLAN OF MERGER

(d) Borrowed Funds. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

“SUMMARY TERM SHEET”

“SPECIAL FACTORS—Financing of the Merger”

“SPECIAL FACTORS—Limited Guarantee”

“THE MERGER AGREEMENT—Financing; Financing Assistance”

Item 11. Interest in Securities of the Subject Company

(a) Securities Ownership. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

“SUMMARY TERM SHEET”

“SPECIAL FACTORS—Interests of the Company’s Directors and Executive Officers in the Merger”

“COMMON STOCK OWNERSHIP OF MANAGEMENT AND CERTAIN BENEFICIAL OWNERS”

“COMMON STOCK TRANSACTION INFORMATION”

(b) Securities Transactions. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

“SPECIAL FACTORS—Background of the Merger”

“SPECIAL FACTORS—Interests of the Company’s Directors and Executive Officers in the Merger”

“THE MERGER AGREEMENT”

“COMMON STOCK TRANSACTION INFORMATION”

Annex A—AGREEMENT AND PLAN OF MERGER

Item 12. The Solicitation or Recommendation

(d) Intent to Tender or Vote in a Going-Private Transaction. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

“SUMMARY TERM SHEET”

“SPECIAL FACTORS—Background of the Merger”

“SPECIAL FACTORS—Recommendation of Our Board of Directors and Special Committee; Reasons for Recommending the Approval of the Merger Agreement; Fairness of the Merger”

“SPECIAL FACTORS—Position of the Rollover Investors Regarding the Fairness of the Merger”

“SPECIAL FACTORS—Interests of the Company’s Directors and Executive Officers in the Merger”

Annex A—AGREEMENT AND PLAN OF MERGER

Annex D—ROLLOVER AGREEMENT

Annex E—FORM OF VOTING AGREEMENT

(e) Recommendation of Others. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

“SUMMARY TERM SHEET”

“QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER”

“SPECIAL FACTORS—Recommendation of Our Board of Directors and Special Committee; Reasons for Recommending the Approval of the Merger Agreement; Fairness of the Merger”

“SPECIAL FACTORS—Position of the Rollover Investors Regarding the Fairness of the Merger”

Item 13. Financial Statements

(a) Financial Information. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

“SUMMARY TERM SHEET”

“SELECTED FINANCIAL INFORMATION”

“WHERE YOU CAN FIND MORE INFORMATION”

(b) Pro forma information. Not applicable.

Item 14. Persons/Assets Retained, Employed, Compensated or Used

(a) Solicitations or Recommendations. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

“SUMMARY TERM SHEET”

“QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER”

“SPECIAL FACTORS—Background of the Merger”

“SPECIAL FACTORS—Recommendation of Our Board of Directors and Special Committee; Reasons for Recommending the Approval of the Merger Agreement; Fairness of the Merger”

“SPECIAL FACTORS—Opinion of Barclays Capital, Financial Advisor to the Special Committee”

“SPECIAL FACTORS—Estimated Fees and Expenses”

“THE SPECIAL MEETING—Solicitation of Proxies”

(b) Employees and Corporate Assets. The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

“SUMMARY TERM SHEET”

“QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER”

“SPECIAL FACTORS—Background of the Merger”

“SPECIAL FACTORS—Recommendation of Our Board of Directors and Special Committee; Reasons for Recommending the Approval of the Merger Agreement; Fairness of the Merger”

“THE SPECIAL MEETING—Solicitation of Proxies”

Item 15. Additional Information

(b) Golden Parachute Compensation. Not applicable.

(c) Other Material Information. The entirety of the Proxy Statement, including all Annexes thereto, is incorporated herein by reference.

Item 16. Exhibits

Exhibit No.	Description
(a)(1)(A)	Preliminary Proxy Statement of China Fire & Security Group, Inc. (incorporated by reference to Schedule 14A filed by China Fire & Security Group, Inc. with the Securities and Exchange Commission on June 10, 2011 (the “Preliminary Proxy Statement”)).
(a)(1)(B)	Form of Proxy Card, incorporated herein by reference to the Preliminary Proxy Statement.
(a)(1)(C)	Notice of Special Meeting of Shareholders of China Fire & Security Group, Inc. (incorporated by reference to the Preliminary Proxy Statement).
(a)(5)(A)	

Press Release issued by China Fire & Security Group, Inc. on May 20, 2011 (incorporated by reference to the Current

Report on Form 8-K filed by China Fire & Security Group, Inc. with the SEC on May 23, 2011).

- (a)(5)(B) Presentation to the Special Committee by Barclays Capital Asia, dated May 18, 2011.
- (b)(1) Debt Commitment Letter, dated May 20, 2011, by and among Amber Mergerco, Inc., Bank of America, N.A., The Hongkong and Shanghai Banking Corporation Limited and Citigroup Global Markets Asia Limited (incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by China Fire & Security Group, Inc. with the SEC on May 23, 2011).
- (b)(2) Equity Commitment Letter, dated May 20, 2011, by Bain Capital Asia Fund, L.P. and Bain Capital Fund X, L.P. (incorporated by reference to Exhibit 10.2 to the Current Report on Form 8-K filed by China Fire & Security Group, Inc. with the SEC on May 23, 2011).
- (b)(3) Limited Guarantee, dated May 20, 2011, by Bain Capital Asia Fund, L.P. in favor of China Fire & Security Group, Inc. (incorporated by reference to Exhibit 10.3 to the Current Report on Form 8-K filed by China Fire & Security Group, Inc. with the SEC on May 23, 2011).
- (c) Opinion of Barclays Capital Asia Limited, dated May 20, 2011 (incorporated by reference to Annex B: Opinion of Barclays Capital Asia Limited, to the Preliminary Proxy Statement).
- (d)(1) Agreement and Plan of Merger, dated May 20, 2011, by and among China Fire & Security Group, Inc., Amber Parent Limited and Amber Mergerco, Inc. (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by China Fire & Security Group, Inc. on May 23, 2011).
- (d)(2) Form of Voting Agreements (incorporated by reference to Exhibit 9.1 to the Current Report on Form 8-K filed by China Fire & Security Group, Inc. on May 23, 2011).
- (d)(3) Rollover Agreement, dated May 20, 2011, by and among Amber Parent Limited, Amber Mergerco, Inc., Li Brothers Holdings Inc., Vyle Investment, Inc., Jin Zhan Limited and Small Special Technology Inc. (incorporated by reference to Annex D: Rollover Agreement, to the Preliminary Proxy Statement).
- (f) Statement of Appraisal Rights (incorporated by reference to Annex C: Sections 607.1301-607.1333 of the Florida Business Corporation Act, to the Preliminary Proxy Statement).
- (g) None.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: June 10, 2011

CHINA FIRE & SECURITY GROUP, INC.

/s/ Weigang Li
Name: Weigang Li
Title: Chairman

AMBER PARENT LIMITED

/s/ Michael Goss
Name: Michael Goss
Title: Authorized Signatory

AMBER MERGERCO, INC.

/s/ Michael Goss
Name: Michael Goss
Title: Authorized Signatory

LI BROTHERS HOLDINGS INC.

/s/ Weigang Li
Name: Weigang Li
Title: Director

JIN ZHAN LIMITED

/s/ Weigang Li
Name: Weigang Li
Title: Director

VYLE INVESTMENT INC.

/s/ Brian Lin
Name: Brian Lin
Title: Director

SMALL SPECIAL TECHNOLOGY INC.

/s/ Weishe Zhang
Name: Weishe Zhang
Title: Director

BAIN CAPITAL ASIA INTEGRAL INVESTORS, L.P.
By: Bain Capital Investors, LLC,
its general partner

/s/ Michael Goss
Name: Michael Goss
Title: Authorized Signatory

BAIN CAPITAL INVESTORS, LLC

/s/ Michael Goss
Name: Michael Goss
Title: Authorized Signatory

/s/ Weigang Li
Weigang Li

/s/ Brian Lin
Brian Lin

/s/ Weishe Zhang
Weishe Zhang

Exhibit (a)(5)(B)
