

CHINA FIRE & SECURITY GROUP, INC.
Form SC 13E3/A
August 01, 2011
[Table of Contents](#)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13E-3

(Amendment No. 2)

(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

Bain Capital Asia Fund, L.P.

Bain Capital Fund X, L.P.

Bain Capital Partners Asia, L.P.

Bain Capital Partners X, L.P.

(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)

Brian Lin

c/o China Fire & Security Group, Inc.

South Banbidian Industrial Park

Liqiao Township, Shunyi District

Beijing, 101304

People's Republic of China

Sean Doherty

Amber Parent Limited

Amber Mergerco, Inc.

Bain Capital Asia Integral Investors, L.P.

Bain Capital Investors, LLC

Bain Capital Asia Fund, L.P.

Telephone: +86 10 8441 7400

Bain Capital Fund X, L.P.

Bain Capital Partners Asia, L.P.

Bain Capital Partners X, L.P.

c/o Bain Capital Partners, LLC

111 Huntington Avenue

Boston, Massachusetts 02199

Telephone: +1 617 516 2000

Weigang Li	Weigang Li	Brian Lin
c/o Li Brothers Holdings Inc.	c/o Jin Zhan Limited	c/o Vyle Investment Inc.
P.O. Box 3321	P.O. Box 957	Pasea Estate
Drake Chambers	Offshore Incorporations Centre	Road Town, Tortola
Road Town, Tortola	Road Town, Tortola	British Virgin Islands
British Virgin Islands	British Virgin Islands	

Weishe Zhang	Weigang Li
c/o Small Special Technology Inc.	Brian Lin
Morgan & Morgan Building	Weishe Zhang
Pasea Estate	South Banbidian Industrial Park
Road Town, Tortola	Liqiao Township, Shunyi District
British Virgin Islands	Beijing, 101304
	People s Republic of China
	Telephone: +86 10 8441 7400

(Name, Address and Telephone Number of Person Authorized to Receive
Notices and Communications on Behalf of the Persons Filing Statement)

With copies to:

Ling Huang, Esq.

Alan D. Axelrod

Edgar Filing: CHINA FIRE & SECURITY GROUP, INC. - Form SC 13E3/A

Shearman & Sterling LLP

Bilzin Sumberg Baena Price & Axelrod LLP

12th Floor East Tower, Twin Towers

Suite 2300

B-12 Jianguomenwai Dajie

1450 Brickell Avenue

Beijing 100022, People's Republic of China

Miami, Florida

Telephone: +86 10 5922 8000

U.S.A.

Telephone: +1 305 374 7580

Steven Liu, Esq.

David Patrick Eich, Esq.

DLA Piper UK, LLP

Jesse Sheley, Esq.

20th Floor, South Tower,

Kirkland & Ellis International LLP

Beijing Kerry Center

26th Floor, Gloucester Tower

1 Guanghai Road

The Landmark

Chaoyang District,

15 Queen's Road, Central

Beijing 100020

Hong Kong

People's Republic of China

Telephone: +852 3761 3300

Telephone: +86 10 6561 1788

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: x

Edgar Filing: CHINA FIRE & SECURITY GROUP, INC. - Form SC 13E3/A

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

Calculation of Filing Fee

Transaction Valuation*
\$265,584,025

Amount Of Filing Fee**
\$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.

x 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
Form or Registration No.: Schedule 14A-Preliminary Proxy Statement
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.

Table of Contents

TABLE OF CONTENTS

	Page
<u>INTRODUCTION</u>	1
<u>Item 1</u> <u>Summary Term Sheet</u>	2
<u>Item 2</u> <u>Subject Company Information</u>	2
<u>Item 3</u> <u>Identity and Background of Filing Person</u>	3
<u>Item 4</u> <u>Terms of the Transaction</u>	3
<u>Item 5</u> <u>Past Contacts, Transactions, Negotiations and Agreements</u>	4
<u>Item 6</u> <u>Purposes of the Transaction and Plans or Proposals</u>	5
<u>Item 7</u> <u>Purposes, Alternatives, Reasons and Effects</u>	6
<u>Item 8</u> <u>Fairness of the Transaction</u>	8
<u>Item 9</u> <u>Reports, Opinions, Appraisals and Negotiations</u>	9
<u>Item 10</u> <u>Source and Amounts of Funds or Other Consideration</u>	10
<u>Item 11</u> <u>Interest in Securities of the Subject Company</u>	11
<u>Item 12</u> <u>The Solicitation or Recommendation</u>	11
<u>Item 13</u> <u>Financial Statements</u>	12
<u>Item 14</u> <u>Persons/Assets, Retained, Employed, Compensated Or Used</u>	12
<u>Item 15</u> <u>Additional Information</u>	13
<u>Item 16</u> <u>Exhibits</u>	13

Table of Contents

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**), Bain Capital Asia Fund, L.P., a Cayman Islands limited partnership, Bain Capital Fund X, L.P., a Cayman Islands limited partnership, Bain Capital Partners Asia, L.P., a Cayman Islands limited partnership, Bain Capital Partners X, L.P., a Cayman Islands limited partnership, 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

Table of Contents

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.

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

Table of Contents

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 and Annex F is incorporated herein by reference.

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

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

Item 4. Terms of the Transaction

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

Edgar Filing: CHINA FIRE & SECURITY GROUP, INC. - Form SC 13E3/A

(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

Table of Contents

(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

Table of Contents

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

Table of Contents

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

Table of Contents

SPECIAL FACTORS Plans for the Company

THE MERGER AGREEMENT