
NOTICE OF SPECIAL GENERAL MEETING

Fuxing China Group Limited

(Incorporated in Bermuda)
(Company Registration Number 38973)

NOTICE OF SPECIAL GENERAL MEETING

All capitalised terms used in this Notice of SGM which are not defined herein shall have the same meaning ascribed to them in the circular to Shareholders of the Company dated 6 July 2023 (the "Circular").

NOTICE IS HEREBY GIVEN that a Special General Meeting ("**SGM**") of Fuxing China Group Limited (the "**Company**") will be held at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542 on 28 July 2023 at 10:30 a.m. (Singapore Time) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

SPECIAL RESOLUTION

PROPOSED ADOPTION OF THE PROPOSED AMENDMENTS

THAT:—

- (i) the Proposed Amendments to the Existing Bye-laws of the Company as set out in the manner and to the extent set out in the Appendix to this Circular be and is hereby approved, and the Amended Bye-laws be adopted as the Bye-laws of the Company in substitution for, and to the exclusion of, the Existing Bye-laws of the Company; and
- (ii) the Directors of the Company and each of them be and is hereby authorised to complete and do all such acts and things (including, without limitation, executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to this Special Resolution.

For and on behalf of the Board of Directors
Fuxing China Group Limited

Hong Qing Liang
Executive Chairman
6 July 2023

Notes:

1. A Member (other than CDP) entitled to attend and vote at the SGM is entitled to appoint not more than 2 proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
2. If a Depositor (who is not an individual) whose name appears in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore) wishes to attend and vote at the SGM, then he/she/it should complete the Depositor Proxy Form and deposit the duly completed Depositor Proxy Form at the office of the Company's **Singapore Share Transfer Agent at Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632** not less than forty-eight (48) hours before the time appointed for holding the SGM.
3. If the Depositor is a corporation, the instrument appointing a proxy must be executed under its seal or the hand of its duly authorised officer or attorney.
4. With reference to the following:
 - (a) the COVID-19 (Temporary Measures) Act 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to convene, hold or conduct general meetings;
 - (b) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "**Order**") which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies; and

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- (c) the joint statement by the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation of 13 April 2020 (and subsequently updated on 27 April 2020, 22 June 2020, 1 October 2020 and 4 February 2022), read together with the FAQs on “The Holding of General Meetings” issued by Singapore Exchange Regulation on 23 May 2022, which provides guidance on the conduct of general meetings amid the evolving COVID-19 situation,

the SGM will be held in a wholly physical format at 1 Robinson Rd, #21-00 AIA Tower, Singapore 048542 on 28 July 2023 at 10:30 a.m. (Singapore Time), pursuant to the Order. **There will be no option to participate virtually.**

Shareholders may participate in the SGM by: (a) attending the SGM in person; (b) submitting questions to the Chairman of the Meeting in advance of, or at, the SGM; and/or (c) voting at the SGM (i) themselves; or (ii) through duly appointed proxy(ies).

The Notice of SGM and this circular will be sent to shareholders by electronic means via publication on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> while physical copies of the Proxy Form for the SGM will be sent to shareholders.

Details of the steps for registration, submission of questions and voting at the SGM by shareholders are set out below:

A. Attend in person at the SGM

Shareholders and (where applicable) duly appointed proxies can attend the SGM in person. They will first need to register personally at the registration counter(s) outside the SGM venue on the day of the event, and should bring along their NRIC/passport to enable the Company to verify their identity for entry to, and (where applicable) be provided with a handheld device for electronic voting at, the physical meeting.

Registration will commence at 10.00 a.m. (Singapore Time). Shareholders are advised not to attend the SGM if they are feeling unwell.

B. Submit questions in advance of, or at, the SGM

Shareholders can submit questions in advance of, or at, the SGM.

Submitting questions in advance of the SGM. Shareholders may submit substantial and relevant questions related to the resolutions to be tabled for approval at the SGM to the Chairman of the Meeting, in advance of the SGM, in the following manner:

- **Via email.** Shareholders may submit their questions via email to oilinfxcg@gmail.com.

When submitting questions via email, shareholders should provide the Company with the following details to enable the Company to verify their status as shareholders: (i) the shareholder's full name (as per CDP records); (ii) the last four alphanumeric characters of the shareholder's NRIC/FIN/Passport No./UEN; (iii) the shareholder's address; and (iv) the manner in which the shareholder holds his/her/its shares in the Company (e.g., CDP).

Deadline for submitting questions in advance of the SGM. All questions submitted in advance of the SGM via email must be received by the Company by **5.00 p.m. (Singapore Time) on 14 July 2023.**

Asking questions at the SGM. Shareholders and (where applicable) duly appointed proxies may also ask the Chairman of the Meeting substantial and relevant questions related to the resolutions to be tabled for approval at the SGM, at the SGM itself.

Addressing questions. The Company will address all substantial and relevant questions received from shareholders by the 14 July 2023 submission deadline by publishing its responses to such questions on the SGX website prior to the SGM.

The Company will address any subsequent clarifications sought, or substantial and relevant follow-up questions (which are related to the resolutions to be tabled for approval at the SGM) received after the 14 July 2023 submission deadline which have not already been addressed prior to the SGM, as well as those substantial and relevant questions received at the SGM, at the SGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

Minutes of SGM. The Company will publish the minutes of the SGM on the SGX website, and the minutes will include the responses to substantial and relevant questions and clarifications from shareholders (if any) which are addressed during the SGM.

C. Vote in person, or appoint proxy(ies) to vote, at the SGM

Shareholders can vote at the SGM themselves or through duly appointed proxy(ies). Please refer to paragraph A. above regarding registration in person at the SGM venue.

Shareholders who wish to appoint a proxy(ies) must submit an instrument appointing a proxy(ies).

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Submission of instruments appointing a proxy(ies). The instrument appointing a proxy(ies) must be submitted to the Company by post to the Company's **Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632, not less than forty-eight (48) hours before the time appointed for holding the SGM.**

A shareholder who wishes to submit an instrument appointing a proxy(ies) can either use the printed copy of the Proxy Form which is sent to him/her/it by post, and complete and sign the Proxy Form, before submitting it by post to the address provided.

Deemed revocation of proxy appointment if shareholder attends the SGM in person. Completion and submission of the instrument appointing a proxy(ies) by a shareholder will not prevent him/her from attending, speaking and voting at the SGM if he/she so wishes. The appointment of a proxy(ies) for the SGM shall be deemed to be revoked if the shareholder attends the SGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies), to the SGM.

Personal data privacy statement:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the SGM and/or any adjournment thereof, a member/Depositor of the Company (i) consents to the collection, use and disclosure of the member's/Depositor's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member/Depositor discloses the personal data of the member's/Depositor's proxy(ies) and/or representative(s) to the Company (or its agents), the member/Depositor has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member/Depositor will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's/Depositor's breach of warranty.