Fuxing China Group Limited
(Company Registration No.: 38973)
(Incorporated in Bermuda)
(the "**Company**", and together with its subsidiaries, the "**Group**")

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**" or the "**Meeting**") of the Company will be convened and held at Level 3, Function Room 3-1, 60 Cecil Street, ISCA House, Singapore 049709 on Wednesday, 29 April 2026 at 11.00 a.m. for the purposes of transacting the following business:-

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company and of the Group for the financial year ended 31 December 2025 ("**FY2025**"), together with the Independent Auditor's Report thereon. **(Resolution 1)**

2. To declare and approve the payment of a final tax-exempt (one-tier) dividend of RMB0.15 per ordinary share in respect of FY2025. **(Resolution 2)**

3. To re-elect the following Directors of the Company (the "**Directors**") who are retiring pursuant to Bye-law 86 of the Company's Bye-laws and who, being eligible, offer themselves for re-election as Directors:-

   (a) Mr. Hong Peng You **(Resolution 3)**
   [*See Explanatory Note (i)*]

   (b) Mr. Low See Lien **(Resolution 4)**
   [*See Explanatory Note (ii)*]

4. To approve the payment of Directors' fees of S$118,928 for the financial year ending 31 December 2026, to be paid half yearly in arrears (FY2025: S$118,928). **(Resolution 5)**

5. To re-appoint Messrs RT LLP as the Independent Auditors of the Company to hold office until the next AGM and to authorise the Directors of the Company to fix their remuneration. **(Resolution 6)**

6. To transact any other ordinary business which may properly be transacted at an AGM.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following as Ordinary Resolutions, with or without modifications:-

7. **Authority to allot and issue shares in the capital of the Company** **(Resolution 7)**

   "That pursuant to Rule 806 of the Listing Manual (the "**Listing Rules**") of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), authority be and is hereby given to the Directors to:-

   (a) (i) pursuant to Bye-law 12(1) of the Company's Bye-laws, allot and issue shares in the capital of the Company (the "**Shares**") whether by way of rights, bonus or otherwise; and / or

(ii) make or grant offers, agreements or options (collectively, the "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

(b) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution is in force,

provided that:-

(1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) shall not exceed fifty per cent. (50%) of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a *pro-rata* basis to existing shareholders of the Company (the "**Shareholders**") (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution), shall not exceed twenty per cent. (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below);

(2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued pursuant to the Instruments) that may be issued under sub-paragraph (1) above, the percentage of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of this Resolution, after adjusting for:-

(i) new Shares arising from the conversion or exercise of the Instruments or any convertible securities which are outstanding or subsisting at the time this Resolution is passed;

(ii) (where applicable) new Shares arising from the exercise of share options or vesting of share awards, provided that such share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Listing Rules; and

(iii) any subsequent bonus issue, consolidation or subdivision of shares;

adjustments in accordance with sub-paragraph (2)(i) or sub-paragraph (2)(ii) above are only to be made in respect of new Shares arising from the Instruments, convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions the Listing Rules (including supplemental measures hereto) for the time being in force (unless such compliance has been waived by the SGX-ST), and the Bye-laws of the Company; and

(4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until (i) the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier, or (ii) in the case of Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such Shares in accordance with the terms of the Instruments."

[*See Explanatory Note (iii)*]

8. **Adoption of the Share Buyback Mandate** **(Resolution 8)**

"That:

(a) pursuant to Bye-law 3(2) of the Company's Bye-laws, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire Shares not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:

(i) on-market purchase(s) ("**Market Purchase**"), transacted on the SGX-ST through the ready market, through one or more duly licensed stock brokers appointed by the Company for the purpose; and/or

(ii) off-market purchase(s) ("**Off-Market Purchase**") effected pursuant to an equal access scheme, as may be determined or formulated by the Directors as they consider fit, and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act 1981 of Bermuda, and Listing Rules as may for the time be applicable,

be and is hereby authorised and approved generally and unconditionally (the "**Share Buyback Mandate**");

(b) the authority conferred on the Directors pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Ordinary Resolution and expiring on the earlier of:

(i) the date on which the next AGM is held or required to be held;

(ii) the date on which Share Buyback have been carried out to the full extent mandated; or

(iii) the date on which the authority contained in the Share Buyback Mandate is varied or revoked by Shareholders in a general meeting;

(c) In this resolution:

"**Maximum Limit**" means the number of issued shares representing 10% of the issued share capital of the Company as at the date of the passing of this Resolution;

"**Maximum Price**" means the purchase or acquisition price (excluding brokerage, commission, stamp duties, applicable goods and services tax, clearance fees and other related expenses) to be paid for the Shares will be determined by the Directors. However, the purchase price to be paid for a Share as determined by the Directors must not exceed:

(i) in the case of a Market Purchase, 105% of the Average Closing Price (as defined hereinafter) of the Shares; and

(ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price (as defined hereinafter) of the Shares, where:

"**Average Closing Price**" means the average of the closing market prices of the Shares over the last five (5) Market Days on the SGX-ST, on which transactions in the Shares were recorded, preceding the day of the Market Purchase or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) Market Day period and the day on which the purchases are made;

(d) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

[*See Explanatory Note (iv)*]

9. **Adoption of the Fuxing Scrip Dividend Scheme** **(Resolution 9)**

"That:

(a) the scrip dividend scheme to be known as the "Fuxing Scrip Dividend Scheme" ("**Scrip Dividend Scheme**"), under which the Directors of the Company may, whenever the Directors of the Company or the Company in general meeting have resolved that a dividend (including an interim, final, special or other dividend) be paid or declared on the ordinary shares of par value S$0.02 each in the capital of the Company ("**Ordinary Shares**"), determine that shareholders of the Company entitled to such dividend may elect to receive an allotment of Ordinary Shares in the Company credited as fully paid in lieu of cash in respect of the dividend, be and is hereby approved;

(b) the Directors of the Company be and are hereby authorised:

(i) to establish and administer the Scrip Dividend Scheme;

(ii) to modify and/or alter the Scrip Dividend Scheme from time to time and to do all such acts and things and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the Scrip Dividend Scheme; and

(iii) to complete and do all acts and things (including executing such documents as may be required in connection with the Scrip Dividend Scheme) as they or any of them may consider desirable, necessary or expedient to give full effect to this Ordinary Resolution and the Scrip Dividend Scheme."

[*See Explanatory Note (v)*]

10. **Authority to allot and issue shares in the capital of the Company under the Fuxing Scrip Dividend Scheme** **(Resolution 10)**

"That, subject to and contingent upon the passing of Ordinary Resolution 9, pursuant to Rule 806 of the Listing Manual and Bye-law 12(1) of the Company's Bye-laws,:

(i) the Directors of the Company be and are hereby authorised to allot and issue such number of new Shares from time to time as may be required to be allotted and issued by the Company pursuant to the Fuxing Scrip Dividend Scheme; and

(ii) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or any Director may consider desirable, necessary or expedient to give full effect to this Ordinary Resolution and the Fuxing Scrip Dividend Scheme."

[*See Explanatory Note (vi)*]

BY ORDER OF THE BOARD

Chua Kern
Company Secretary

Singapore,
14 April 2026

Explanatory Notes:

(i) Mr. Hong Peng You ("**Mr. Hong PY**") will, upon re-election as a Director, remain as the Executive Director and Director of Finance and Administration of the Company. Detailed information on Mr. Hong PY can be found under the sections entitled "Board of Directors", "Corporate Governance Report" in the Company's Annual Report FY2025.

(ii) Mr. Low See Lien ("**Mr. Low**") will, upon re-election as a Director, remain as the Lead Independent Director, the Chairman of the Audit Committee, a member of the Nominating Committee and the Remuneration Committee. There are no relationships (including family relationship) between Mr. Low and the other Directors, the Company, its related corporations, its officers or its substantial shareholders, which may affect his independence. The Board considers Mr. Low to be independent for the purpose of Rule 704(8) of the Listing Rules. Detailed information on Mr. Low can be found under the sections entitled "Board of Directors", "Corporate Governance Report" in the Company's Annual Report FY2025.

(iii) **Ordinary Resolution 7** proposed in item 7 above, if passed, will empower the Directors from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to allot and issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any), of which up to twenty per cent. (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) may be issued other than on a *pro-rata* basis to existing Shareholders.

For the purpose of determining the aggregate number of Shares that may be issued, the percentage of issued Shares will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time this Resolution is passed after adjusting for new Shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards which are outstanding or subsisting at the time when this Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

(iv) **Ordinary Resolution 8** proposed in item 8 above, if passed, will empower the Directors from the date of this AGM until the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier, to buyback ordinary shares of the Company by way of Market Purchase or Off-Market Purchase of up to ten per centum (10%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the Maximum Price as defined in the Section 2.3.4 of the Addendum. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of ordinary shares by the Company pursuant to the Share Buyback Mandate on the audited consolidated financial statement of the Group for the financial year ended 31 December 2025 are set out in greater detail in the Addendum dated 14 April 2026 in the Annual Report 2025.

(v) **Ordinary Resolution 9** proposed in item 9 above, if passed, will empower the Directors to (i) establish and administer the Fuxing Scrip Dividend Scheme; and (ii) to modify and/or alter the Scrip Dividend Scheme from time to time, amongst others. Members are advised to refer to Company's announcement dated 13 April 2026, which sets out the rationale and purpose for the Fuxing Scrip Dividend Scheme, and the appendix to the said announcement containing the Fuxing Scrip Dividend Scheme Statement (the "**Statement**"), which sets out the terms and conditions of the Fuxing Scrip Dividend Scheme. The said announcement and the Statement are available at the Company's website at https://www.3fzipper-ir.com/ and are also available on the SGXNET at https://www.sgx.com/securities/company-announcements. An internet browser and PDF reader are required to view these documents on SGXNET or the Company's website.

(vi) **Ordinary Resolution 10** proposed in item 10 above, if passed, will empower the Directors of the Company to allot and issue new Shares pursuant to the Fuxing Scrip Dividend Scheme to shareholders who, in respect of a qualifying dividend, have elected to receive shares in lieu of the cash amount of that qualifying dividend. The authority conferred by Ordinary Resolution 10 will, unless previously revoked or varied by the Company in general meeting, continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is the earlier.

Notes:

1. Members will be able to vote at the AGM in person, or by appointing proxy(ies) to vote on their behalf. A member can appoint the Chairman of the AGM as his/her/its proxy but this is not mandatory. 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 AGM, 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** by **11.00 a.m. on Sunday, 26 April 2026** (being not less than seventy-two (72) hours before the time appointed for holding the AGM).

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. The AGM will be held in a wholly physical format at Level 3, Function Room 3-1, 60 Cecil Street, ISCA House, Singapore 049709 on Wednesday, 29 April 2026 at 11.00 a.m.. There will be no option for members to participate virtually.

Members may participate in the AGM by:-

(i) attending the AGM in person;
(ii) submitting questions to the Chairman of the AGM in advance of, or at, the AGM; and/or
(iii) voting at the AGM (i) themselves; or (ii) through duly appointed proxy(ies).

Printed copies of the Notice of AGM and the accompanying Proxy Form will be sent by post to members and published on the SGXNet at https://www.sgx.com/securities/company-announcements.

The Annual Report for FY2025 ("**Annual Report FY2025**") will be published on the SGXNet at the URL https://www.sgx.com/securities/company-announcements. Printed copies of the Annual Report FY2025 will not be sent to members unless requested for by a member submitting a request by email to oilinfxcg@gmail.com by 22 April 2026. The following information must be provided:-

(i) the member's full name;
(ii) the member's address; and
(iii) the manner in which the shares are held.

A printed copy of the Annual Report FY2025 will then be sent to the address specified by the member.

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

A. Attend in person at the AGM

Members and (where applicable) duly appointed proxies can attend the AGM in person. They will first need to register personally at the registration counter(s) outside the AGM 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.. Members are advised not to attend the AGM if they are feeling unwell.

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

Members, including Supplementary Retirement Scheme Investors ("SRS Investors"), can submit substantial and relevant questions related to the resolutions to be tabled at the AGM in advance of, or at, the AGM.

Submitting questions in advance of the AGM. Members including, SRS Investors, may submit substantial and relevant questions related to the resolutions to be tabled at the AGM to the Chairman of the AGM, in advance of the AGM, in the following manner:

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

When submitting questions via email, members should provide the Company with the following details to enable the Company to verify their status as members:-

(i) the member's full name (as per CDP records);
(ii) the last four alphanumeric characters of the member's NRIC/FIN/Passport No./Company Registration Number;
(iii) the member's address; and
(iv) the manner in which the member holds his/her/its shares in the Company (e.g., CDP).

Deadline for submitting questions in advance of the AGM. All questions submitted in advance of the AGM via email must be received by the Company by **11.00 a.m. on 21 April 2026**.

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

Addressing questions. The Company will address all substantial and relevant questions received from members by the submission deadline by publishing its responses to such questions by **11.00 a.m. on Friday, 24 April 2026** on the SGX website prior to the AGM.

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 AGM) received after the 21 April 2026 submission deadline which have not already been addressed prior to the AGM, as well as those substantial and relevant questions received at the AGM, at the AGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

Minutes of AGM. The Company will publish the minutes of the AGM on the SGX website, and the minutes will include the responses to substantial and relevant questions and clarifications from members (if any) which are addressed during the AGM within one (1) month after the date of the AGM.

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

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

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

Submission of instruments appointing a proxy(ies). The instrument appointing a proxy(ies) must be submitted to the Company.

(i) if submitted by email, to oilinfxcg@gmail.com; or

(ii) if submitted by post, be deposited at the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632,

in either case, by **11.00 a.m. on Sunday, 26 April 2026** (being not less than seventy-two (72) hours before the time appointed for holding the AGM) (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

A member 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 above, or before scanning and submitting it by email to the email address provided above.

If a member wishes to appoint the Chairman of the AGM as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the AGM as proxy. If there is no specific instruction as to voting or abstentions from voting in respect of a resolution in the form of proxy, the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

Where a member appoints proxy(ies), he/she/it may give specific instructions as to voting, or abstentions from voting, in respect of the resolutions in the Proxy Form, failing which the proxy(ies) will vote or abstain from voting at his/her/its discretion, as he/she/it may on any other matter arising at the AGM.

Deemed revocation of proxy appointment if member attends the AGM in person. Completion and submission of the instrument appointing a proxy(ies) by a member will not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. The appointment of a proxy(ies) for the AGM shall be deemed to be revoked if the member attends the AGM 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 AGM.

Please refer to the detailed instructions set out in the Proxy Form.

Personal Data Privacy

"Personal data" in this Notice of AGM has the same meaning as "personal data" in the Personal Data Protection Act 2012 of Singapore, which includes his/her name, address and NRIC/Passport number.

By attending the AGM and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company:-

(i) consents to the collection, use and disclosure of the member's personal data by the Company (or its respective agents or service providers) for the purpose of the processing and administration by the Company (or its respective agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes, questions submitted and the answers thereto for disclosure and publication before, at or after (as the case may be) the AGM and/or on SGXNet and the Company's corporate website (including publication of names of the shareholders/ proxies/representatives asking questions) and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its respective agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**");

(ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its respective agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its respective agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes;

(iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty; and

(iv) agrees and consents to such photographic, sound and/or video recordings of the AGM as may be made by the Company (or its respective agents or service providers) for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of the member (such as his/her/its name, his/her/its presence at the AGM and any questions he/she/ it may raise or motions he/she/it may propose and/or second) may be recorded by the Company (or its respective agents or service providers) for such purpose.