FUXING CHINA GROUP LIMITED
(Incorporated in Bermuda)
(Co. Reg. No: 38973)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of FUXING CHINA GROUP LIMITED (the "Company") will be held at Meritus Mandarin Singapore, Mandarin Court B, Level 4, Grand Tower, 333 Orchard Road, Singapore 238867 on Friday, 25 April 2008 at 2.30 pm for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the Audited Accounts of the Company for the year ended 31 December 2007 together with the Auditors' Report thereon.

(Resolution 1)

2. To declare a first and final dividend of RMB0.05 per share (tax not applicable) for the year ended 31 December 2007 (2006: Nil).

(Resolution 2)

3. (i) To re-elect the following Directors retiring pursuant to Bye-Law 85(6) of the Company's Bye-Laws:

Mr Hung Wo Chiu	**(Resolution 3)**
Mr Hong Qing Liang	**(Resolution 4)**
Mr Hong Peng You	**(Resolution 5)**
Mr Ho Kang Peng	**(Resolution 6)**
Dr Ho Kah Leong	**(Resolution 7)**
Mr Qiu Qing Yuan	**(Resolution 8)**

Mr Hong Qing Liang will, upon re-election as Director of the Company, remain a member of the Nominating Committee.

Mr Ho Kang Peng will, upon re-election as Director of the Company, remain Chairman of the Remuneration Committee and a member of the Audit and Nominating Committee respectively and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

Dr Ho Kah Leong will, upon re-election as Director of the Company, remain Chairman of the Audit Committee and a member of the Remuneration and Nominating Committee respectively and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

Mr Qiu Qing Yuan will, upon re-election as Director of the Company, remain Chairman of the Nominating Committee and a member of the Audit and Remuneration Committee respectively and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

(ii) To note the retirement of Ms Shi Qiu Ju, a Director retiring pursuant to Bye-Law 85(6) of the Company's Bye-Laws and who is not seeking re-election.

4. To approve the payment of Directors' fees of S$115,000 for the year ended 31 December 2007 (2006: Nil).

(Resolution 9)

5. To re-appoint Ernst & Young as the Company's Auditors and to authorise the Directors to fix their remuneration.

(Resolution 10)

6. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution as Ordinary Resolution, with or without any modifications:

7. **Authority to allot and issue shares up to 50 per centum (50%) of issued shares**

That pursuant to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, authority be given to the Directors of the Company to issue shares ("Shares") whether by way of rights, bonus or otherwise, and/or make or grant offers, agreements or options (collectively, "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) warrants, debentures or other instruments convertible into Shares at any time and upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit provided that:

(a) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to all shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares) in the Company;

(b) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) of the Company as at the date of the passing of this Resolution, after adjusting for:

(i) new shares arising from the conversion or exercise of convertible securities;
(ii) new shares arising from exercising share options or vesting of Share awards outstanding or subsisting at the time this Resolution is passed; and
(iii) any subsequent bonus issue, consolidation or subdivision of shares;

(c) And that such authority shall, unless revoked or varied by the Company in general meeting, continue in force (i) until the conclusion of the Company's next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of such convertible securities.
[See Explanatory Note]

(Resolution 11)

By Order of the Board

Hazel Chia Luang Chew
Toh Lei Mui
Company Secretaries

Singapore, 9 April 2008

Explanatory Note to Resolution to be passed –

The Ordinary Resolution 11 proposed in item 7 above, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue Shares and convertible securities in the Company up to an amount not exceeding fifty per centum (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to twenty per centum (20%) may be issued other than on a pro rata basis.

For the purpose of this resolution, the total number of issued shares (excluding treasury shares) is based on the Company's total number of issued shares (excluding treasury shares) at the time this proposed Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this proposed Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

Notes:

1. A Shareholder being a Depositor whose name appears in the Depository Register (as defined in Section 130A of the Companies Act, Cap. 50 of Singapore) is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a Member of the Company.

2. If a Depositor wishes to appoint a proxy/proxies to attend the Meeting, then he/she must complete and deposit the Depositor Proxy Form at the office of the Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 3 Church Street #08-01, Samsung Hub, Singapore 049483, at least forty-eight (48) hours before the time of the Meeting.

3. If the Depositor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.