福兴集团
FUXING GROUP

FUXING CHINA GROUP LIMITED

(Incorporated in Bermuda)
(Company Registration No. 38973)

NOTICE OF SPECIAL GENERAL MEETING

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular dated 21 October 2009 issued by Fuxing China Group Limited.

NOTICE IS HEREBY GIVEN that a SPECIAL GENERAL MEETING of Fuxing China Group Limited (the "**Company**") will be held at Rendezvous Hotel Singapore, Straits Ballroom 1, Level 2, 9 Bras Basah Road, Singapore 189559 on 6 November 2009 at 2.00 p.m. for the purpose of considering and, if thought fit, passing the following resolution, as an ordinary resolution.

Ordinary Resolution

The Proposed Notes Subscription

THAT:

(a) approval be and is hereby given to the Company to issue to the Subscribers redeemable convertible Notes in aggregate principal amount of RMB19,152,419.15 (equivalent to approximately S$4,000,004 based on the Fixed Exchange Rate) in accordance with the Notes Subscription Agreement and such Notes shall be convertible at the option of the Subscribers into 39,604,000 Conversion Shares at the Conversion Price of RMB0.4835981 (equivalent to S$0.101 based on the Fixed Exchange Rate) per Conversion Share representing a discount of approximately 19.9% to the weighted average share price of the Company on 8 September 2009, subject to any adjustment to the Conversion Price provided under the Notes Subscription Agreement, and on such other terms and conditions as the Directors may in their absolute discretion deem fit; and

(b) the Directors of the Company be and are hereby authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be required or as they may consider necessary or expedient for the purposes of giving effect to the Notes Subscription Agreement and this resolution.

By Order of the Board

Hong Qing Liang
Director

Dated: 21 October 2009

Notes:

1. A Shareholder entitled to attend and vote at the Special General Meeting is entitled to appoint not more than two proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
2. A Shareholder who wishes to appoint a proxy should complete the attached Shareholder Proxy Form. Thereafter, the proxy form must be lodged at the office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., at 3 Church Street #08-01, Samsung Hub, Singapore 049483, not less than 48 hours before the time appointed for the Special General Meeting.
3. A Depositor whose name appears in the Depository Register (as defined in Section 130A of the Singapore Companies Act) and who are unable to attend personally but wishes to appoint a nominee to attend and vote on his behalf, or if such Depositor is a corporation, should complete the attached Depositor Proxy Form and lodge the same at the office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., at 3 Church Street #08-01, Samsung Hub, Singapore 049483 not later than 48 hours before the time appointed for the Special General Meeting.