福兴集团
FUXING GROUP

FUXING CHINA GROUP LIMITED

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

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting ("**SGM**") of Fuxing China Group Limited (the "**Company**") will be held at FTSE Room, 9th Floor, Capital Tower, 168 Robinson Road, Singapore 068912 on 4 March 2011 at 3.00 p.m. for the purpose of considering and, if thought fit, passing with or without any modifications the following resolutions:

ORDINARY RESOLUTIONS -

RESOLUTION 1:

THE PROPOSED ACQUISITION OF THE ENTIRE EQUITY INTEREST IN THE ISSUED AND PAID-UP CAPITAL OF FULONG ZIPPER AND WEAVING CO., LTD. JINJIANG BY THE WHOLLY-OWNED SUBSIDIARY OF THE COMPANY;

THAT:

(a) approval be and is hereby given for the proposed acquisition by Jade Star Group Holdings Limited, a wholly-owned subsidiary of the Company, of the entire equity interest in Fulong Zipper and Weaving Co., Ltd, Jinjiang from the Fulong Zipper Vendor; and

(b) the Directors and each of them be and are hereby authorised to take such steps and exercise such discretion and do all such acts and things as they or he may deem desirable, necessary or expedient to give effect to the matters referred to in paragraph (1)(a) including, without limitation, to negotiate, execute and authorize the release of, in the name of and on behalf of the Company, all such agreements, deeds, undertakings, forms, circulars, announcements, instruments, notices, communications and other documents and things, and to approve any amendment, alteration or modification to any such document.

RESOLUTION 2:

THE PROPOSED ACQUISITION OF THE ENTIRE EQUITY INTEREST IN THE ISSUED AND PAID-UP CAPITAL OF JINJIANG JIANXIN WEAVING CO., LTD. BY THE WHOLLY-OWNED SUBSIDIARY OF THE COMPANY; AND

THAT:

(a) approval be and is hereby given for the proposed acquisition by Jade Star Group Holdings Limited, a wholly-owned subsidiary of the Company, of the entire equity interest in Jinjiang Jianxin Weaving Co., Ltd, from the Jianxin Weaving Vendor; and

(b) the Directors and each of them be and are hereby authorised to take such steps and exercise such discretion and do all such acts and things as they or he may deem desirable, necessary or expedient to give effect to the matters referred to in paragraph (2)(a) including, without limitation, to negotiate, execute and authorize the release of, in the name of and on behalf of the Company, all such agreements, deeds, undertakings, forms, circulars, announcements, instruments, notices, communications and other documents and things, and to approve any amendment, alteration or modification to any such document.

RESOLUTION 3:

THE PROPOSED ACQUISITION OF THE ENTIRE EQUITY INTEREST IN THE ISSUED AND PAID-UP CAPITAL OF JINJIANG FUXIN ELECTROPLATING CO., LTD. BY THE WHOLLY-OWNED SUBSIDIARY OF THE COMPANY.

THAT:

(a) approval be and is hereby given for the proposed acquisition by Jade Star Group Holdings Limited, a wholly-owned subsidiary of the Company, of the entire equity interest in Jinjiang Fuxin Electroplating Co., Ltd, from the Fuxin Electroplating Vendors; and

(b) the Directors and each of them be and are hereby authorised to take such steps and exercise such discretion and do all such acts and things as they or he may deem desirable, necessary or expedient to give effect to the matters referred to in paragraph (3)(a) including, without limitation, to negotiate, execute and authorize the release of, in the name of and on behalf of the Company, all such agreements, deeds, undertakings, forms, circulars, announcements, instruments, notices, communications and other documents and things, and to approve any amendment, alteration or modification to any such document.

By Order of the Board

Busarakham Kohsikaporn
Toh Lei Mui
Company Secretaries

16 February 2011

Notes:

1. A Shareholder entitled to attend and vote at the SGM 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 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623, not less than 48 hours before the time appointed for the SGM.
3. A Depositor whose name appears in the Depository Register (as defined in Section 130A of the Singapore Companies Act, Cap. 50) and who is unable to attend personally but wishes to appoint a proxy to attend and vote on his behalf, 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 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623 not later than 48 hours before the time appointed for the SGM.
4. 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.