# NOTICE OF ANNUAL GENERAL MEETING

The Notice of the Annual General Meeting (the "**Notice**") of **Fuxing China Group Limited** has been made available on SGXNet. A printed copy of this Notice will NOT be despatched to Members/Depositors.

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of **Fuxing China Group Limited** (the "**Company**") will be held by way of electronic means on Thursday, 30 June 2022 at 3.00 p.m. for the following purposes:

**AS ORDINARY BUSINESS**

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the year ended 31 December 2021 together with the Auditors' Report thereon. **(Resolution 1)**

2. To re-elect Mr Hong Qing Liang, a Director retiring pursuant to Bye-law 86 of the Company's Bye-laws: **(Resolution 2)**

   *Mr Hong Qing Liang will, upon re-election as Director of the Company, remain as a member of the Nominating Committee. Detailed information of Mr Hong required pursuant to Rule 720(6) of the Listing Manual of Singapore Exchange Securities Trading Limited ("SGX-ST") can be found in the Annual Report.*

3. To approve the payment of Directors' fees of S$104,756 for the year ending 31 December 2022, payable half-yearly in arrears. (2021: S$95,232). **(Resolution 3)**

4. To any other ordinary business which may be transacted at an Annual General Meeting.

**AS SPECIAL BUSINESS**

To consider and if thought fit, to pass the following as Ordinary Resolutions:

5. **SHARE ISSUE MANDATE**

   That pursuant to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company be empowered to:

   (a) (i) issue shares in the Company ("**shares**") whether by way of rights, bonus or otherwise; and/or

   (ii) 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) 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 of the Company may in their absolute discretion deem fit; and

   (b) (notwithstanding 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 of the Company while this Resolution was in force,

   provided that:

   (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this

Resolution shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (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 shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);

(2) (subject to such calculation as may be prescribed by the Singapore Exchange Securities Trading Limited) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:

(a) new shares arising from the conversion or exercise of any convertible securities;

(b) new shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of Listing Manual of the SGX-ST; and

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

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

(4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until 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 earlier.

*[See Explanatory Note (ii)]* **(Resolution 4)**

By Order of the Board

Josephine Toh
Company Secretary
Singapore, 15 June 2022

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**Explanatory Notes:**

(i) The Ordinary Resolution 4 in item 5 above, if passed, will empower the Directors of the Company, effective until 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to 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, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to shareholders.

For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards any subsequent bonus issue, consolidation or subdivision of shares.

**Important Notice:**

As part of the Company's efforts to minimise the risk of community spread of COVID-19, the AGM will be held by electronic means pursuant to the COVID-19 (Temporary Measures)(Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Members/Depositors will **NOT** be able to attend the AGM physically.

Printed copies of all documents relating to the business of AGM, including this Notice of AGM will not be sent to Members/Depositors. Instead, this Notice of AGM will be published on SGXNet.

All shareholders or their corporate representative(s) (in the case of Members/Depositors which are legal entities) will be able to participate in the AGM proceedings by accessing a "live" webcast or listening to a "live" audio feed. Please refer to "**Pre-registration for the AGM**" section below for details on participation in the AGM.

**Pre-registration for the AGM**

1. As the AGM will be held by electronic means, Members/Depositors will NOT be able to attend the AGM in person. All Members/Depositors or their corporate representatives (in the case of Members/Depositors which are legal entities) who wish to attend the AGM are required to pre-register their participation in the AGM ("**Pre-registration**") via email to oilinfxcg@gmail.com by **3.00 p.m. on 28 June 2022** ("**Registration Deadline**") for verification of their status as Members/Depositors (or the corporate representatives of such Members/Depositors).

2. Upon successful verification, each such Member/Depositor or its corporate representative will receive an email by **3.00 p.m. on 29 June 2022**. The email will contain instructions to access the "live" webcast or "live" audio feed of the AGM proceedings. Members/Depositors or their corporate representatives must not forward the email to other persons who are not Members/Depositors and who are not entitled to participate in the AGM proceedings. Members/Depositors or their corporate representatives who have pre-registered by the Registration Deadline in accordance with paragraph 1 above but do not receive an email by **5.00 p.m. on 29 June 2022** may contact the Company for assistance at +65 9117 5362.

**Submission of Proxy Forms to Vote**

3. Members/Depositors may only exercise their voting rights at the AGM via proxy voting (see paragraphs 4 to 6 below).

4. Members/Depositors who wish to vote on any or all of the resolutions at the AGM must appoint the Chairman of the AGM as their proxy to do so on their behalf, indicating how the Member/Depositor wished to vote for or vote against or abstain from voting on each resolution. The Chairman of the AGM, as proxy, need not be a member/depositor of the Company.

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

6. The duly executed proxy form must be deposited at the office of the **Singapore Share Transfer Agent at Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632** or sent by email to oilinfxcg@gmail.com not less than forty-eight (48) hours before the time appointed for the holding of the AGM.

   **Members/Depositors are strongly encouraged to submit completed Proxy Forms electronically via email.**

7. Please note that Members/Depositors will not be able to vote through the "live" webcast and can only vote with their proxy forms which are required to be submitted in accordance with the foregoing paragraphs.

8. CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM (i.e.: by **3.00 p.m. on 20 June 2022**) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form by the cut-off date.

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**Submission of questions prior to the AGM**

9. Members/Depositors may submit questions related to the resolutions to be tabled at the AGM via email to oilinfxcg@gmail.com so that they may be addressed before or during the AGM proceedings. **All questions must be submitted by 3.00 p.m. on 22 June 2022**.

10. The Company will endeavour to address relevant and substantial questions, if any (as may be determined by the Company in its sole discretion) received in advance of the AGM by **26 June 2022**. The Company will publish the minutes of the AGM on SGXNet within one month after the date of AGM.

11. Please note the Members/Depositors will not be able to ask questions at the AGM "live" during the webcast or "live" audio feed, and therefore it is important for Members/Depositors to submit their questions in advance of the AGM in accordance with paragraph 9 above.

**Personal data privacy:**

By (a) submitting an instrument appointing the Chairman of the AGM as proxy to vote at the AGM and/or any adjournment thereof, or (b) completing the Pre-registration in accordance with this Notice, or (c) submitting any question prior to the AGM in accordance with this Notice, a Member/Depositor of the Company consents to the collection, use and disclosure of the Member's/Depositor's personal data by the Company (or its agents or service providers) for the following purposes:

(i) the processing and administration by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the AGM as a proxy for the AGM (including any adjournment thereof);

(ii) the processing of the Pre-registration for purposes of granting access to Members/Depositors (or their corporate representatives in the case of Members/Depositors which are legal entities) to the "live" webcast or "live" audio feed of the AGM proceedings and providing them with any technical assistance where necessary;

(iii) addressing relevant and substantial questions from Members/Depositors received before the AGM and if necessary, following up with the relevant Members/Depositors in relation to such questions;

(iv) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and

(v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.