FUXING CHINA GROUP LIMITED

(Incorporated in Bermuda)

(Company Registration No.: 38973)

PROPOSED SECONDARY LISTING ON THE NASDAQ STOCK MARKET

– UNDERTAKING FROM CHAIRMAN & CEO

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1. INTRODUCTION

The Board of Directors (the "**Board**") of Fuxing China Group Limited (the "**Company**") refers to its announcements dated 31 December 2021 and 30 June 2022 (the "**said Announcements**") regarding the intention to seek a secondary listing on the Nasdaq Stock Market (the "**Potential NASDAQ Listing**").

Unless otherwise defined, all defined terms used herein shall have the same meaning ascribed thereto in the said Announcements.

2. DEED OF UNDERTAKING

2.1 The Board wishes to update shareholders that the Executive Chairman and CEO of the Company, Mr Hong Qing Ling ("**Mr Hong**"), has on 7 July 2022 executed a deed of undertaking in favour of the Company (the "**Undertaking**").

2.2 Pursuant to the Undertaking, Mr Hong has irrevocably and unconditionally undertaken to the Company that he will, for and on behalf of the Company and out of his own personal resources, make full and timely payment of all costs, expenses, fees, charges, claims and demands directly and indirectly incurred by the Company in connection with the Potential NASDAQ Listing and the Placement (collectively the "**Listing Costs and Expenses**") as and when such Listing Costs and Expenses are due and payable.

2.3 Upon completion of the Potential NASDAQ Listing and the Placement, the Company will use the proceeds of the Potential NASDAQ Listing and the Placement to repay Mr Hong the Listing Costs and Expenses paid on behalf of the Company without any interest, commission, fees, charges, benefit and/or other consideration of whatever nature.

2.4 In the event that the Potential NASDAQ Listing and Placement are not completed or are aborted for any reason whatsoever, Mr Hong has irrevocably and unconditionally undertaken to the Company that he shall bear all such Listing Costs and Expenses and shall waive in full any and all repayment to him by the Company in respect of such Listing Costs and Expenses.

3. INTEREST OF THE DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

3.1 As at the date of this announcement, Mr Hong is also a controlling shareholder of the Company holding 10,068,640 ordinary shares in the capital of the Company representing approximately 58.52% of the entire issued ordinary share capital of the Company.

3.2 Accordingly, Mr Hong is an "interested person" for the purposes of Chapter 9 of Singapore Exchange Securities Trading Limited's Listing Manual (the "**Mainboard Rules**"), and the Undertaking is an interested person transaction. However, as the Listing Costs and Expenses to

be paid by Mr Hong on behalf of the Company are advances without any interest and at no costs to the Company, the value at risk is zero and therefore the Company is not required to seek shareholders' approval pursuant to Rule 906 of the Mainboard Rules. The Board and the Audit Committee of the Company are of the view that the Undertaking is in the best interest of the Company and not prejudicial to the interests of the Company and its minority shareholders as the financial risks of the Potential NASDAQ Listing will, by virtue of the Undertaking, be borne by Mr Hong personally.

3.3 Save for Mr Hong, none of the Directors, controlling shareholders or substantial shareholders of the Company has any interest, direct or indirect, in the Undertaking.

4. DOCUMENT FOR INSPECTION

Subject to prevailing regulations, orders, advisories and guidelines relating to safe distancing which may be issued by the relevant authorities, a copy of the Undertaking will be made available for inspection during normal business hours at the registered office of the Company for a period of three (3) months from the date of this announcement.

5. RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm, after making all reasonable enquires that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Undertaking, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

CAUTIONARY STATEMENT

The Board wishes to highlight to Shareholders that the Potential NASDAQ Listing and the Placement will involve extensive preparatory work and that such preparatory work may involve an uncertain length of time. Further, the Potential NASDAQ Listing and the Placement are subject to, amongst others, the approvals of the relevant authorities and of the Shareholders at an extraordinary general meeting and there is no assurance that the approval of the relevant authorities will be granted and/or the approval of the Shareholders will be obtained.

As such, there is no certainty or assurance that the Potential NASDAQ Listing and the Placement will materialise. Shareholders and other investors are reminded to exercise caution while dealing in the Shares. In the event that Shareholders and other investors are in doubt when dealing in the Shares, they should consult their stockbrokers, bank managers, solicitors, accounts or other professional advisers.

FOR AND ON BEHALF OF THE BOARD

Hong Qing Liang
Executive Chairman and CEO
8 July 2022