FUXING CHINA GROUP LIMITED
(Incorporated in Bermuda)
(Co. Reg. No. 38973)
(the "**Company**")

MINUTES OF ANNUAL GENERAL MEETING HELD BY ELECTRONIC MEANS

DATE	:	Thursday, 30 June 2022
TIME	:	3.00 p.m.
PRESENT	:	As set out in the attendance records maintained by the Company
IN ATTENDANCE	:	As set out in the attendance records maintained by the Company
CHAIRMAN OF THE MEETING	:	Mr. Lim Cheng Kee

QUORUM & INTRODUCTION

Mr. Lim Cheng Kee, an Independent Director of the Company welcomed shareholders to the Annual General Meeting (the "**AGM**") of the Company (the "**Meeting**") for the financial year ended 31 December 2021 and informed that he was nominated by the Directors of the Company to preside the Chairman of the Meeting (the "**Chairman**").

As a quorum was present, the Chairman declared the Meeting open at 3.05 p.m..

The Chairman introduced all Directors, the Chief Financial Officer and other professionals who attended the Meeting.

NOTICE

With the consent of the Meeting, the Notice convening the Meeting dated 15 June 2022 (the "**Notice**") was taken as read.

VOTING BY WAY OF POLL

As the LIVE webcast did not provide for online voting, the Company had in the Notice released via SGXNET informed shareholders to appoint the Chairman of the Meeting to cast votes on their behalf.

The Meeting was informed that the Chairman had been appointed as proxy by some shareholders and he would be voting in accordance with their instructions.

The Chairman demanded for a poll pursuant to Bye Law 65 of the Company's Bye Laws.

The Meeting was further informed that Boardroom Corporate & Advisory Services Pte. Ltd. and Reliance 3P Advisory Pte Ltd had been appointed as polling agent and scrutineer respectively for the conduct of poll. The validity of the proxy forms submitted by shareholders had been reviewed and the votes of all such valid proxies have been counted and verified.

No question was received from shareholders prior to the Meeting via the email address provided in the Notice.

Questions received from the Securities Investors Association (Singapore) prior to the Meeting have been addressed and announced via SGXNet on 29 June 2022.

The Chairman then proceeded with the business of the Meeting.

ORDINARY BUSINESS:

1. DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS - RESOLUTION 1

1.1. Ordinary Resolution 1 was to receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2021 and the Auditors' Report thereon.

1.2. The motion was duly proposed by the Chairman.

1.3. The results of the poll verified by the scrutineer were as follows:

No. of shares voted for	:	13,258,140	–	100%
No. of shares voted against	:	0	–	0%

Based on the results of the poll, the Chairman declared the motion carried and it was RESOLVED:

"That the Directors' Statement and Audited Financial Statements for the year ended 31 December 2021 together with the Auditors' Report thereon be received and adopted."

2. RE-ELECTION OF MR HONG QING LIANG AS A DIRECTOR - RESOLUTION 2

2.1. Mr Hong Qing Liang who was retiring under Company's Bye Law 86, had consented to continue in office.

2.2. The motion was duly proposed by the Chairman.

2.3. The results of the poll verified by the scrutineer were as follows:

No. of shares voted for	:	13,258,140	–	100%
No. of shares voted against	:	500	–	0%

Based on the results of the poll, the Chairman declared the resolution carried and it was RESOLVED:

"That Mr Hong Qing Liang retiring pursuant to the Company's Bye Law 86 and being eligible, be and is hereby re-elected as a Director of the Company."

3. DIRECTORS' FEES - RESOLUTION 3

3.1. Resolution 3 was to approve the payment of Directors' fees of Singapore Dollars One Hundred and Four Thousand Seven Hundred and Fifty Six (S$104,756/-) for the financial year ending 31 December 2022 (previous year: S$95,232/-) to be paid half-yearly in arrears.

3.2. The motion was duly proposed by the Chairman.

3.3. The results of the poll verified by the scrutineer were as follows:

No. of shares voted for	:	13,258,140	–	99.95%
No. of shares voted against	:	7,060	–	0.05%

Based on the results of the poll, the Chairman declared the motion carried and it was RESOLVED:

"That the Directors' fees of Singapore Dollars One Hundred and Four Thousand Seven Hundred and Fifty Six (S$104,756/-) for the financial year ending 31 December 2022 be approved and that the fees be paid half yearly in arrears."

4. RETIREMENT OF AUDITRS

The Meeting was informed Mazars LLP will retire as the external auditors of the Company following the conclusion of this Meeting. Mazars LLP has notified the Board and the AC that they will not seek re-appointment.

The Company will endeavour to identify suitable candidates for appointment and seek shareholders' approval as soon as practicable.

5. ANY OTHER BUSINESS

As no notice of any other ordinary business has been received by the Secretary, the Meeting proceeded to deal with the special business of the Meeting.

SPECIAL BUSINESS:

6. SHARE ISSUE MANDATE - RESOLUTION 4

6.1. Ordinary Resolution 4 was to authorise the Directors to allot and issue shares pursuant to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited. The text of the resolution was set out under item 6 in the Notice.

6.2. The motion was duly proposed by the Chairman.

6.3. The results of the poll verified by the scrutineer were as follows:

No. of shares voted for	:	13,258,140	–	99.95%
No. of shares voted against	:	7,060	–	0.05%

Based on the results of the poll, the Chairman declared the motion carried and it was RESOLVED:

"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."

CONCLUSION

There being no other business to transact, the Chairman declared the Meeting closed 3.15 p.m..

Confirmed as a True Record of Proceedings Held

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Lim Cheng Kee
Chairman