CIRCULAR DATED 5 SEPTEMBER 2022

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

This Circular is issued by Fuxing China Group Limited (the "Company", together with its subsidiaries, the "Group"). If you are in any doubt about the contents of this Circular or as to the course of action that you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of the Company which are held through The Central Depository (Pte) Limited ("**CDP**"), you need not forward this Circular, the Notice of Special General Meeting and the Depositor Proxy Form to the purchaser or transferee, as arrangements will be made by CDP for a separate Circular and accompanying documents to be sent to the purchaser or transferee. If you have sold or transferred all your shares in the Company which are not held through CDP, you should immediately forward this Circular, the Notice of Special General Meeting and the Shareholder Proxy Form to the purchaser or transferee or to the bank, stockbroker or agent through whom you effected the sale or transfer, for onward transmission to the purchaser or transferee.

Capitalised terms appearing on the cover of this Circular have the same meanings as defined herein.

This Circular has not been examined or approved by the Singapore Exchange Securities Trading Limited ("SGX-ST") and the SGX-ST assumes no responsibility for the correctness of any statements made or opinions expressed or reports contained in this Circular.

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FUXING CHINA GROUP LIMITED

(Incorporated in Bermuda)
(Company Registration Number 38973)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED APPOINTMENT OF NEW AUDITORS, RT LLP

IMPORTANT DATES AND TIMES

Last date and time for lodgment of Proxy Forms	:	19 September 2022 at 2.30 p.m.
Date and time of Special General Meeting	:	21 September 2022 at 2.30 p.m.
Place of Special General Meeting ("**SGM**")	:	1 Robinson Road, #21-00 AIA Tower, Singapore 048542

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In this Circular, the following definitions apply throughout unless otherwise stated:

"**ACRA**"	:	The Accounting and Corporate Regulatory Authority of Singapore
"**Act**" or "**Companies Act**"	:	The Companies Act 1967 of Singapore as amended, supplemented and/or modified from time to time
"**Audit Committee**"	:	The audit committee of the Company, comprising Mr Lim Cheng Kee (Chairman), Dr Ho Kah Leong and Mr Qiu Qing Yuan
"**Auditors**"	:	The auditors of the Company for the time being
"**Bermuda Companies Act**"	:	The Companies Act 1981 of Bermuda, as amended, supplemented and/or modified from time to time
"**Board**"	:	The board of directors of the Company as at the date of this Circular
"**Bye-Laws**"	:	The bye-laws of the Company, as amended, supplemented and/or modified from time to time
"**Circular**"	:	This circular to Shareholders dated 5 September 2022 in relation to the Proposed Appointment of Auditors
"**Company**"	:	Fuxing China Group Limited
"**Depositor Proxy Form**"	:	The depositor proxy form in respect of the SGM to be despatched separately to Depositors
"**Director(s)**"	:	The director(s) of the Company as at the date of this Circular
"**Former Auditors**"	:	Messrs Mazars LLP who have retired as the Company's auditors at the Company's annual general meeting held on 30 June 2022
"**FY**"	:	Financial year ending or ended 31 December
"**Group**"	:	The Company and its subsidiaries
"**Listing Manual**"	:	The listing manual of the SGX-ST, as amended, supplemented and/or modified from time to time
"**Notice of SGM**"	:	The notice of SGM as set out on page N-1 of this Circular
"**Ordinary Resolution**"	:	The ordinary resolution as set out on page N-1 of this Circular
"**Proposed Appointment of Auditors**"	:	The proposed appointment of RT LLP as the auditors of the Company
"**Proxy Form**"	:	The Depositor Proxy Form and/or the Shareholder Proxy Form, as the context may require
"**Securities Account**"	:	A securities account maintained by a Depositor with the CDP but which does not include a securities sub-account
"**SGM**"	:	The special general meeting of the Company, notice of which is set out on page N-1 of this Circular

"**SGX-ST**"	:	The Singapore Exchange Securities Trading Limited
"**Shareholders**"	:	Registered holders of the Shares, except that where the registered holder is the CDP, the term "**Shareholders**" shall, in relation to such Shares held by CDP and where the context so admits, mean the persons named as Depositors in the Depository Register maintained by CDP and whose Securities Accounts are credited with the Shares
"**Shareholder Proxy Form**"	:	The shareholder proxy form in respect of the SGM to be despatched separately to Shareholders
"**Shares**"	:	Ordinary shares of par value S$5.00 each in the share capital of the Company
"**S$**"	:	Singapore dollars, the lawful currency of the Republic of Singapore
"**%**" or "**per cent.**"	:	Percentage or per centum

The terms "**Depositor**" and "**Depository Register**" shall have the meanings ascribed to them respectively by Section 130A of the Act.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Act, the Bermuda Companies Act or the Listing Manual or any modification thereof and used in this Circular shall, where applicable, have the same meaning assigned to it under the Act, Bermuda Companies Act or the Listing Manual or such modification thereof, as the case may be, unless otherwise provided.

Any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

FUXING CHINA GROUP LIMITED

(Incorporated in Bermuda)
(Company Registration Number 38973)

Directors:

Hong Qing Liang, *Executive Chairman and CEO*
Hong Peng You, *Executive Director*
Ho Kah Leong, *Lead Independent Director*
Lim Cheng Kee, *Independent Director*
Qiu Qing Yuan, *Independent Director*

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Date: **5 September 2022**

To: The Shareholders of Fuxing China Group Limited

Dear Sir/Madam

1. INTRODUCTION

1.1 The Directors are convening an SGM to be held on 21 September 2022 to seek Shareholders' approval for the Proposed Appointment of Auditors. The purpose of this Circular is to provide Shareholders with information relating to the Proposed Appointment of Auditors and to seek Shareholders' approval at the SGM. The notice of SGM is set out in page N-1 of this Circular.

1.2 The SGX-ST assumes no responsibility for the correctness or accuracy of any of the statements or opinions made, reports contained and opinions expressed in this Circular.

1.3 The Company has appointed Chancery Law Corporation as the legal adviser to the Company as to Singapore law in relation to the Proposed Appointment of Auditors. Conyers Dill & Pearman Pte. Ltd. has been appointed as the legal adviser to the Company as to Bermuda law in relation to the Proposed Appointment of Auditors.

2. THE PROPOSED APPOINTMENT OF AUDITORS

2.1 Background and Reasons for the Proposed Appointment of Auditors

2.1.1 The Company's former auditors, Messrs Mazars LLP (the "**Former Auditors**"), retired as the Company's auditors at the Company's annual general meeting held on 30 June 2022. The Former Auditors have been acting as the Company's auditors since 2 July 2012.

2.1.2 As announced by the Company on 22 June 2022, the Former Auditors did not seek re-appointment as a result of an internal resource re-optimisation exercise. Their decision was reached after careful deliberations of both internal and external factors, including but not limited to the availability and costs associated to the mobilisation of manpower resources in the countries where the Group's business operates.

2.1.3 The Directors of the Company are also of the view that it would be timely to consider a rotation of auditors as a matter of good corporate governance and a change of audit firm will bring about fresh views and perspectives. The Board would also wish to express their appreciation for the past services rendered by the Former Auditors.

2.1.4 In light of the retirement of the Former Auditors, the Board has made efforts to identify and appoint another suitable audit firm to take over the audit of the Company. In this regard, the Board has considered several established audit firms in Singapore, and in reviewing and deliberating on their suitability, has taken into consideration, among others, the Audit Quality Indicators Disclosure Framework issued by ACRA and factors such as the adequacy of resources and experience of the audit firms and the audit partner-in-charge to

be assigned to the audit, the audit firms' other engagements, the size and complexity of the Group, the number and experience of supervisory and professional staff to be assigned by the audit firms and their proposed audit fees. After its evaluation, the Board, with the concurrence of the Audit Committee, recommended the appointment of RT LLP as the new Auditors.

2.1.5 RT LLP had on 11 August 2022 given its consent to act as Auditors, subject to the approval of Shareholders at the SGM. The appointment of RT LLP as Auditors of the Company, if approved, will take effect upon the approval of the same by Shareholders at the SGM and will hold office until the conclusion of the next annual general meeting of the Company.

2.1.6 The Company confirms that there will be no change in the scope of work to be undertaken by RT LLP as auditors of the Company compared to that of the Former Auditors.

2.2 Information on RT LLP

The information on RT LLP and the Audit Partner-in-Charge below was provided to the Company by RT LLP. The Directors have not conducted an independent review or verification of the accuracy of the statements and information below.

2.2.1 RT LLP started as a partnership operating under the name of Soh, Wong & Partners in 1985. Over the years, the partnership acquired other practices. In 2000, it changed its name to LTC & Associates, and it converted to a limited liability partnership (LLP) in 2008 with the approval of ACRA. With that conversion, it changed its name to LTC LLP. In August 2013, with re-branding, the firm changed its name from LTC LLP to RT LLP with the vision to focus on high value clients with complex advisory needs and to develop an ASEAN strategy with a regional focus. RT LLP has acted as statutory auditors for more than 70 companies listed on SGX-ST over the years. It currently acts as the statutory auditors for 10 companies listed on SGX-ST.

2.2.2 RT LLP has been a member of one of the top global accounting associations, BKR International since the late 1980s. BKR International was formed in 1989 as the result of a merger of National CPA Group, based in the United States of America, and several members of the primarily European DHR International. It has a combined strength of more than 160 independent accounting and business advisory firms in over 500 offices and 80 countries. The member firms are monitored at regular intervals to ensure that standards are maintained. BKR International was ranked sixth in the International Accounting Bulletin's (IAB) 2020 World Survey for global associations.

2.2.3 RT LLP is also a leading, well established and dynamic public accounting practice in Singapore that is a member of RT ASEAN, which is a network of multi-disciplinary business solution providers. RT ASEAN was founded by RT LLP. RT ASEAN, headquartered in Singapore, is the first global professional network in Asia to be recognised as a member of Forum of Firms. To-date, RT ASEAN is the only Asian network recognised and admitted as a member of the Forum of Firms.

2.2.4 The Forum of Firms is an association of networks of international accounting firms that perform transnational audits. Members of the Forum have committed to adhere to and promote the consistent application of high-quality audit practices worldwide, including the use of International Standards on Auditing, and the maintenance of appropriate quality control standards in accordance with International Standards on Quality Control issued by the International Auditing and Assurance Standards Board. Through their organisations, members also conduct globally coordinated internal quality assurance reviews on a regular basis and have policies and methodologies that conform to the Code of Ethics for Professional Accountants. The Transnational Auditors Committee is the Executive Committee of the Forum of Firms and a committee of the International Federation of Accountants.

2.2.5 All partners and directors of RT LLP are experienced in cross-border work, and have developed considerable expertise in advising individuals, owner-managers, small and medium-sized businesses, public sector entities and/or listed companies. The partners, directors and staff of RT LLP are from diverse geographic cultural, academic and professional backgrounds with a shared purpose of striving for excellence in the delivery of public accounting and other professional services. Its team of qualified and experienced professionals endeavor to deliver unique and pragmatic solutions that are tailored to specific requirements of its clients and to meet statutory obligations. Currently, RT LLP in Singapore, has 3 audit partners, 5 directors and about 50 professional staff.

2.2.6 RT LLP was subjected to the Practice Monitoring Program reviews by ACRA and the firm has passed the firmwide review with general points for improvement and received no adverse feedback or findings from all previous inspections, with the most recent in 2019.

2.2.7 For information about RT LLP, please visit www.rtasean.sg.

For information on RT ASEAN, please visit: https://rtasean.com.

For information on the Forum of Firms and RT ASEAN membership, please visit: https://www.ifac.org/who-we-are/committees/transnational-auditors-committee-forum-firms.

For information on BKR International, please visit: https://bkr.com.

2.2.8 RT LLP will assign a team comprising three partners (including a lead engagement partner, an engagement quality control & advisory partner), one director, one manager, one senior and two associates with respect to the audit of the Group.

2.2.9 Mr Arumugam Ravinthran ("Mr Arumugam"), who is the Chief Executive Officer and Managing Partner of RT LLP, will be the Audit Partner-in-Charge. He is a Fellow Member of the Institute of Singapore Chartered Accountants (ISCA) and holds a FCA (Singapore) title. He is a certified Public Accountant under the Accountants Act and approved by ACRA. He is also a Fellow Chartered Accountant with the Institute of Chartered Accountants in England & Wales, a Fellow of CPA Australia and ASEAN CPA, and an Accredited Tax Advisor with the Singapore Institute of Accredited Tax Professionals. He holds a Specialised Honours degree (member of Dean's Honour Roll) in Business Administration from Schulich School of Business at York University, in Toronto, Canada. He was awarded an In-House Scholarship by the University for academic excellence.

2.2.10 Mr Arumugam has been in the profession for more than 30 years and has a wide range of experience in the various fields of finance. He advises on matters of corporate finance, including mergers and acquisitions, valuation of businesses, due diligence and business restructuring, amongst others. He has also advised on forensic work involving accounting irregularities and interpretation of technical concepts and accounting standards. He is often called upon by law firms to provide his expert views and opinions and has appeared in courts to provide evidence as expert witness. He has been involved in litigation support work throughout his career. He has been the engagement partner of a number of SGX-ST listed companies. Both Mr Arumugam and RT LLP have experience in auditing companies with similar business activities as the Group (i.e., which are in the production of apparels, shoes, bags and camping equipment).

2.2.11 In the earlier part of Mr Arumugam's career, he spent 5 years in Singapore Telecommunications (SingTel) as Finance Director of International Finance looking into SingTel's acquisitions overseas. During the mid-1990s, as an Audit Manager in Deloitte, Singapore, he worked on a variety of assignments ranging from audit of large multinational corporations, initial public offerings, due diligences, investigative accounting and expert witness matters, among others.

2.2.12 Mr Arumugam has led major audit engagements such as the statutory audit of listed entities on the New York Stock Exchange, London Stock Exchange, government projects and other listed companies in Singapore. He has headed a number of cross border assignments and advises on a variety of financial matters such as rights issues, corporate funding matters, acquisitions, due diligence, business plans and valuations. He started his career in 1986 in London with a large accounting firm, where he trained and qualified as a Chartered Accountant. He was awarded the Member's Recognition Award by the Institute of Chartered Accountants in England & Wales for his contributions to the profession.

2.2.13 Currently, Mr Arumugam serves in the Panel of Financial Experts to the Family Justice Courts. He is a Board Member and Deputy Chairman of ISCA Cares, the charity arm of the Institute of Singapore Chartered Accountants. He is a panel member of the Disciplinary and Complaints Committee of ISCA. He is the Executive Chairman of RT ASEAN and a member of the EXCO of RT ASEAN.

2.2.14 In the past he has served in the Continuing Professional Education Committee, Corporate Governance Committee, Financial Statements Review Committee and Auditing and Assurance Standards Board. Mr Arumugam was a Board Member of the Hindu Advisory Board (Statutory Board), an appointment by the Minister. He was also the Vice Chairman of the Audit Committee of the Hindu Endowments Board.

2.2.15 Mr Arumugam was inspected by ACRA's Practice Monitoring Program and passed all previous inspections, with the most recent being in 2019.

2.3 Requirements under Rule 712 and 715 of the Listing Manual

2.3.1 The Board, having taken into account the Audit Committee's recommendation, and considered various factors including, *inter alia*, the following: -

(a) adequacy of the resources and experience of RT LLP and the Audit Engagement Partner and professional staff assigned to the audit;

(b) RT LLP other audit engagements which as of 15 July 2022 comprise nine companies listed on the SGX-ST;

(c) that RT LLP has informed the Company that they will perform their audit in accordance with International Standards of Auditing which requires the identification and addressing of audit risks. The Company further understands that the audit by RT LLP will substantially be based on substantive test of details in respect of the audit risks identified;

(d) the size and complexity of the Group's operations;

(e) the number and experience of supervisory and professional staff to be assigned to the audit of the financial statements of the Company and the Group; and

(f) RT LLP audit arrangement for the Group,

are of the opinion that RT LLP has the relevant experience and expertise to meet the audit requirements of the Company and the Group under Rule 712 and Rule 715 of the Listing Manual and the appointment of RT LLP would not compromise the standard and effectiveness of the audit of the Company.

2.3.2 Upon receipt of Shareholders' approval of the Proposed Appointment of Auditors at the SGM, RT LLP will become the auditors of the Company. The Group does not have any Singapore-incorporated subsidiaries or associated companies.

For the purposes of Rule 715(2) of the Listing Manual, the relevant member firms within the RT ASEAN network will be auditing the Company's significant subsidiaries in the People's Republic of China and the Hong Kong Special Administrative Region.

The Group does not have any foreign-incorporated associated companies.

RT LLP will audit the Group's subsidiaries for consolidation purposes in forming an opinion on the Group.

In view of the above, the Board is of the opinion that Rule 715(2) of the Listing Manual has been compiled with.

2.4 Confirmation from the Company pursuant to Rule 1203(5) of the Listing Manual

2.4.1 The Former Auditors have confirmed by way of their letter dated 13 July 2022 that they are not aware of any professional reasons why RT LLP, being the new Auditors, should not accept appointment as Auditors.

2.4.2 The Company confirms that there was no disagreement with the Former Auditors on accounting treatments within the last 12 months.

2.4.3 The Company is not aware of any other circumstances connected with the Proposed Appointment of Auditors that should be brought to the attention of Shareholders.

2.4.4 The reasons for the Proposed Appointment of Auditors are as disclosed in section 2.1 above.

2.4.5 The Company confirms that it complies with Rules 712 and 715 of the Listing Manual in relation to the appointment of the new auditing firm, RT LLP. See section 2.3 above for more information in this regard.

2.5 Requirements under Bermuda Law

2.5.1 Section 89(3A) of the Bermuda Companies Act provides that no person (the "**Incoming Auditor**") shall accept appointment or consent to be appointed as auditor of a company if he is replacing an auditor (the "**Outgoing Auditor**") who has resigned, been removed or whose term of office has expired or is about to expire, or who has vacated office until the Incoming Auditor has requested and received from the Outgoing Auditor a written statement of the circumstances and the reasons why, in the Outgoing Auditor's opinion, he is to be replaced. Notwithstanding the foregoing, under Section 89(3B) of the Bermuda Companies Act, the Incoming Auditor may accept appointment or consent to be appointed as auditor of a company if, within 15 days after making the request, he does not receive a written statement as requested. Under Section 89(12) of the Bermuda Companies Act, an appointment as auditor of a person who has not requested such a written statement from the former auditor under Section 89(3A) of the Bermuda Companies Act is voidable by a resolution of the shareholders at a general meeting.

2.5.2 RT LLP has confirmed to the Company that they have requested and received from the Former Auditors a written statement pursuant to and in accordance with Section 89(3A) of the Bermuda Companies Act. In this regard, on 27 July 2022, pursuant to the requirements of Section 89(3A) of the Bermuda Companies Act, RT LLP has requested from the Former Auditors a written statement of the circumstances and the reasons why, in the Former Auditors' opinion, they are to be replaced as Auditors of the Company. On 29 July 2022, pursuant to Section 89(3A) of the Bermuda Companies Act, the Former Auditors informed RT LLP in writing of the circumstances and the reasons why, in their opinion, they are to be replaced as Auditors of the Company.

2.5.3 Under Section 89(3) of the Bermuda Companies Act, a person, other than an incumbent auditor, shall not be capable of being appointed auditor at a general meeting unless notice in writing of an intention to nominate that person to the office of auditor has been given not less than twenty-one (21) days before the general meeting, and the company shall send a copy of any such notice to the incumbent auditor, and shall give notice thereof to the members, either by advertisement in an appointed newspaper or in any other mode provided by the bye-laws of the company, not less than seven (7) days before the general meeting, provided that the incumbent auditor may by notice in writing to the secretary of the company waive the requirements of Section 89(3) of the Bermuda Companies Act which shall then not have effect. The Company had on 11 August 2022 received from one of its directors, Mr. Hong Qing Liang, a notice in writing of an intention to nominate RT LLP to the office of auditor of the Company and, in compliance with the requirements of the Bermuda Companies Act, the Company (a) has sent a copy thereof to the Former Auditors on 1 September 2022; and (b) is giving notice thereof to Shareholders pursuant to this Circular and the attached Notice of SGM.

3. AUDIT COMMITTEE'S RECOMMENDATION

The Audit Committee recommends the appointment of RT LLP as the auditors of the Company, after taking into account, among other things, the suitability and independence of RT LLP to meet the audit requirements of the Group, the various factors set out in Section 2 of this Circular and compliance with the requirements of the Listing Manual.

4. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTEREST

As at 31 August 2022, the interests of Directors and substantial shareholders of the Company in the Shares, based on the Company's Register of Directors' Shareholdings and Register of Substantial Shareholders respectively are as follows:

	Direct Interests		Deemed Interests		Total Interests	
Name of Director/ Controlling Shareholder	**No. of Shares ('000)**	**%**	**No. of Shares ('000)**	**%**	**No. of Shares ('000)**	**%**
Directors						
Hong Qing Liang	10,068,460	58.52	–	–	10,068,460	58.52
Hong Peng You [(1)]	–	–	372,000	2.16	372,000	2.16
Lim Cheng Kee	–	–	–	–	–	–
Ho Kah Leong	–	–	–	–	–	–
Qiu Qing Yuan	–	–	–	–	–	–
Substantial Shareholders						
Hong Qing Liang	10,068,460	58.52	–	–	10,068,460	58.52
Santa Lucia Asset Management Pte Ltd [(2)]	–	–	3,067,000	17.83	3,067,000	17.83
Rupert James Philip Morton [(3)]	–	–	3,067,000	17.83	3,067,000	17.83
HB8 Holding Pte Ltd [(4)]	–	–	3,067,000	17.83	3,067,000	17.83
Florian Jorg Weidinger [(5)]	–	–	3,067,000	17.83	3,067,000	17.83

Notes:

(1) Shares are held by bank nominees.

(2) By virtue of Section 4 of the Securities and Futures Act (Chapter 289 of Singapore), Santa Lucia Asset Management Pte Ltd is deemed interested in the Shares held by DBS Bank Ltd (for the accounts of CIM Investment Fund ICAV and CIM Discovery Fund Ltd and Van Biema Select Pan Asia Fund I LP) and its capacity as investment manager of CIM Investment Fund ICAV, CIM Discovery Fund Ltd, and Van Biema Select Pan Asia Fund I LP (the "**Funds**"). Santa Lucia Asset Management Pte Ltd became the investment manager on 31 December 2020 for CIM Investment Fund ICAV and CIM Discovery Fund Ltd and on 1 January 2021 for Van Biema Select Pan Asia Fund I LP when CIM Investment Management Limited novated the investment management agreements for the Funds.

(3) Rupert James Philip Morton as Chief Investment Officer of Santa Lucia Asset Management Pte Ltd, is deemed interested in the Shares held by DBS Bank Ltd.

(4) HB8 Holding Pte Ltd is deemed interested in the Shares held by DBS Bank Ltd by virtue of holding a controlling interest in Santa Lucia Asset Management Pte Ltd. by virtue of Section 7(4) of the Companies Act. HB8 Holding Pte Ltd obtained a controlling interest in Santa Lucia Asset Management Pte Ltd on 1 July 2021.

(5) Florian Jorg Weidinger is the Chief Executive Officer of Santa Lucia Asset Management and has a substantial ownership interest in HB8 Holding Pte Ltd which holds a substantial ownership interest in Santa Lucia Asset Management Pte Ltd which is investment manager respectively, of CIM Investment Fund ICAV, CIM Discovery Fund Ltd, and Van Biema Select Pan Asia Fund I LP, and as such, has a deemed interest in the Shares by virtue of Section 7(4) of the Companies Act.

Save as disclosed in this Circular and save for any Shares which they may hold (whether directly or indirectly), none of the Directors or, to the best of the Company's knowledge, the substantial shareholders of the Company have any interest, direct or indirect, in the Proposed Appointment of Auditors.

5. DIRECTORS' RECOMMENDATION

The Directors, having considered the rationale of the Proposed Appointment of Auditors and the suitability of RT LLP, are of the opinion that the Proposed Appointment of Auditors is in the best interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the resolution relating to this matter to be proposed at the SGM as set out in page N-1 of this Circular.

6. SPECIAL GENERAL MEETING

The SGM, notice of which is set out on page N-1 of this Circular, will be held at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542 on 21 September 2022 at 2:30 p.m. for the purpose of considering and, if thought fit, passing with or without modification, the resolution set out in the Notice of SGM.

7. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the SGM and who wish to appoint a proxy to attend and vote on their behalf should sign and return the Proxy Form attached to the Notice of SGM in accordance with the instructions printed thereon as soon as possible and in any event, so as to reach the office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte Ltd, at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632 not later than forty-eight (48) hours before the time appointed for holding the SGM. The completion and return of the Proxy Form by a Shareholder will not preclude him from attending and voting in person at the SGM in place of his proxy if he wishes to do so.

Under the Bermuda Companies Act, only a person who agrees to become a member of a Bermuda company and whose name is entered in the register of members of such a Bermuda company is considered a member with rights to attend and vote at general meetings of such company. Accordingly, under the laws of Bermuda, a Depositor holding Shares through CDP would not be recognised as a shareholder of the Company and would not have the right to attend and vote at general meetings convened by the Company. In the event that a Depositor wishes to attend and vote at the SGM, the Depositor would have to do so through CDP appointing him/her/it as a proxy, pursuant to the Company's Bye-Laws.

Pursuant to Bye-law 77 of the Company's Bye-Laws, unless CDP specifies otherwise in a written notice to the Company, CDP shall be deemed to have appointed the Depositors who are individuals and whose names are shown in the records of the CDP as at a time not earlier than 48 hours prior to the time of the relevant general meeting supplied by the CDP to the Company as the CDP's proxies to vote on behalf of the CDP at a general meeting of the Company.

A Depositor shall not be entitled to attend the SGM and to speak and vote thereat as the CDP's proxies unless his/her/its name appears in the Depository Register as at a time not earlier than 48 hours prior to the time fixed for the holding of the SGM, as certified by CDP to the Company.

8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Appointment of Auditors, the Company and its subsidiaries, and the Directors are not aware of any facts, the omission of which would make any statement in this Circular misleading. Where information in the Circular 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 Circular in its proper form and context.

9. DOCUMENTS FOR INSPECTION

Subject to any applicable control order or regulatory restriction relating to safe distancing which may be issued by the relevant authorities, the following documents are available for inspection at the office of Chancery Law Corporation at 138 Robinson Road, #26-03, Singapore 068906 during normal business hours on any weekday (public holidays excepted) for a period of 3 months from the date of this Circular:

(a) Memorandum of Association and Bye-Laws of the Company;

(b) the notice of Messrs Mazars LLP to the Company not to seek re-appointment as the Company's auditors dated 29 July 2022;

(c) the letter of consent to act as Auditors dated 11 August 2022 from RT LLP;

(d) the notice in writing of an intention to nominate RT LLP to the office of auditor referred to in section 2.5 of this Circular; and

(e) the professional clearance letter to RT LLP dated 13 July 2022 from the Former Auditors.

Yours faithfully,
For and on behalf of the Board
Fuxing China Group Limited

Hong Qing Liang
Executive Chairman and CEO

FUXING CHINA GROUP LIMITED

(Incorporated in Bermuda)
(Company Registration Number 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 1 Robinson Road, #21-00 AIA Tower, Singapore 048542 on 21 September 2022 at 2.30 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

*All capitalised terms used in this Notice of SGM which are not defined herein shall have the same meaning ascribed to them in the circular to Shareholders of the Company dated 5 September 2022 (the "**Circular**").*

ORDINARY RESOLUTION

THE PROPOSED APPOINTMENT OF AUDITORS

That: –

(a) Messrs RT LLP, having consented to act, be and is hereby appointed as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company, at such remuneration and on such terms to be agreed between the Directors of the Company and Messrs RT LLP (the "**Proposed Appointment of Auditors**"); and

(b) The Directors of the Company and each of them be and are hereby authorised to do all such acts and things (including, without limitation, to sign, seal, execute and deliver all such documents and deeds as may be required, and to approve any amendment, alteration or modification to any documents) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the Proposed Appointment of Auditors and/or this Resolution.

For and on behalf of the Board of Directors
Fuxing China Group Limited

Hong Qing Liang
Executive Chairman and CEO
5 September 2022

Notes:

1. A Member (other than CDP) entitled to attend and vote at the SGM is entitled to appoint not more than 2 proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.

2. If a Depositor (who is not an individual) whose name appears in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore) wishes to attend and vote at the SGM, then he/she/it should complete the Depositor Proxy Form and deposit the duly completed Depositor Proxy Form at the office of the Company's Singapore Share Transfer Agent at Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632 not less than forty-eight (48) hours before the time appointed for holding the SGM.

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

Personal data privacy statement:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the SGM and/or any adjournment thereof, a member/Depositor of the Company (i) consents to the collection, use and disclosure of the member's/Depositor's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member/Depositor discloses the personal data of the member's/Depositor's proxy(ies) and/or representative(s) to the Company (or its agents), the member/Depositor has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member/Depositor will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's/Depositor's breach of warranty.