FUXING CHINA GROUP LIMITED
(Incorporated in Bermuda)
(Company Registration No.: 38973)

PROPOSED SUBSCRIPTION OF 3,400,000 NEW ORDINARY SHARES IN THE CAPITAL OF FUXING CHINA GROUP LIMITED FOR AN AGGREGATE CONSIDERATION OF S$860,200 (THE "PROPOSED SUBSCRIPTION")

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1. INTRODUCTION

The Board of Directors (the "**Board**") of Fuxing China Group Limited (the "**Company**" together with its subsidiaries, the "**Group**") refers to the announcements by the Company dated 18 January 2024, 5 February 2024 and 15 February 2024 (collectively, the "**Subscription Announcements**").

Unless otherwise defined, all capitalised terms used herein shall bear the same meanings ascribed to them in the Subscription Announcements.

2. TERMINATION OF SUBSCRIPTION AGREEMENT

2.1 As set out in the Company's announcement of 15 February 2024, the Company had previously updated shareholders that more time is required to fulfil all the conditions precedent set out in the Subscription Agreement, in particular with respect to compliance with the applicable Bermuda law requirements for the issue of the Subscription Shares.

2.2 The Board wishes to update shareholders that having taken into account the lapsing of the AIP and that the conditions precedent set out in the Subscription Agreement have not been fulfilled, the Company and the Subscribers have mutually decided to terminate the Proposed Subscription. In this regard, the Company and the Subscribers have today entered into a termination agreement (the "**Termination Agreement**") in respect of the Subscription Agreement.

2.3 Accordingly, the Subscription Agreement shall cease to be in force and effect from 8 May 2024. Further, the Company and the Subscribers agreed to release and discharge the other from the further observance and performance of their respective obligations under the Subscription Agreement. Each of the Subscriber has also acknowledged that each of them does not have any claims of whatever nature against the Company howsoever arising from and in connection with the Subscription Agreement.

2.4 The Company is not expected to incur any substantial costs arising from the Termination Agreement. Further, the termination of the Subscription Agreement is also not expected to have any material adverse impact on the consolidated net tangible assets or earnings per share of the Group for the financial year ending 31 December 2024. The Company will continue to explore other potential strategic opportunities and/or alternative modes of capital fund-raising with a view to increase resources available to the Company and conserve its cash reserves while supporting the working capital requirements of the Group.

3. DIRECTORS' 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 enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Subscription and the Group, 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.

4. TRADING CAUTION

Shareholders and potential investors are advised to read this announcement and any further announcements by the Company carefully and they should consult their professional advisers immediately if they have any doubt as to the actions they should take.

FOR AND ON BEHALF OF THE BOARD

Hong Qing Liang
Executive Chairman
8 May 2024