福兴集团
FUXING GROUP

FUXING CHINA GROUP LIMITED

(Incorporated in Bermuda)
(Company Registration No. 38973)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Special General Meeting ("**SGM**") of Fuxing China Group Limited (the "**Company**") will be convened on 2 July 2012 at 3.00 p.m. at FTSE Room, 9th Floor, Capital Tower, 168 Robinson Road, Singapore 068912, for the purpose of considering and, if thought fit, passing with or without any modifications the following resolutions:-

ORDINARY RESOLUTION 1 -

PROPOSED DISPOSAL BY THE COMPANY OF ITS INVESTMENT PROPERTY ROOM 1601 IN HONG KONG FOR CASH

(a) approval be and is hereby given for the proposed disposal of the Company's investment property located at Room 1601, 16th Floor of Tower II, Enterprise Square No. 9 Sheung Yuet Road, Kowloon, Hong Kong to Great Chance Hong Kong Investment Ltd., for a cash consideration of HK$14,820,000, on the terms and subject to the conditions of the provisional agreement for sale and purchase dated 8 March 2012 entered into between Fook Hing Group Trading Co., Ltd. and Great Chance Hong Kong Investment Ltd.; and

(b) the Directors and each of them be and are hereby authorised to take such steps and exercise such discretion and do all such acts and things as they or he may deem desirable, necessary or expedient to give effect to the matters referred to in paragraph (a) including, without limitation, to negotiate, execute and authorize the release of, in the name of and on behalf of the Company, all such agreements, deeds, undertakings, forms, circulars, announcements, instruments, notices, communications and other documents and things, and to approve any amendment, alteration or modification to any such document.

ORDINARY RESOLUTION 2 -

PROPOSED DISPOSAL BY THE COMPANY OF ITS INVESTMENT PROPERTY ROOM 1602 IN HONG KONG FOR CASH

(a) approval be and is hereby given for the proposed disposal of the Company's investment property located at Room 1602, 16th Floor of Tower II, Enterprise Square No. 9 Sheung Yuet Road, Kowloon, Hong Kong to Everbright Fortune Ltd. for a cash consideration of HK$16,016,000, on the terms and subject to the conditions of the provisional agreement for sale and purchase dated 8 March 2012 entered into between Fook Hing Group Trading Co., Ltd. and Everbright Fortune Ltd.; and

(b) the Directors and each of them be and are hereby authorised to take such steps and exercise such discretion and do all such acts and things as they or he may deem desirable, necessary or expedient to give effect to the matters referred to in paragraph (a) including, without limitation, to negotiate, execute and authorize the release of, in the name of and on behalf of the Company, all such agreements, deeds, undertakings, forms, circulars, announcements, instruments, notices, communications and other documents and things, and to approve any amendment, alteration or modification to any such document.

ORDINARY RESOLUTION 3 -

PROPOSED DISPOSAL BY THE COMPANY OF ITS INVESTMENT PROPERTY ROOM 1603-1605 IN HONG KONG FOR CASH

(a) approval be and is hereby given for the proposed disposal of the Company's investment property located at Room 1603-1605, 16th Floor of Tower II, Enterprise Square No. 9 Sheung Yuet Road, Kowloon, Hong Kong to Golden Once Corporation Ltd. for a cash consideration of HK$20,540,000, on the terms and subject to the conditions of the provisional agreement for sale and purchase dated 8 March 2012 entered into between Fook Hing Group Trading Co., Ltd. and Golden Once Corporation Ltd.; and

(b) the Directors and each of them be and are hereby authorised to take such steps and exercise such discretion and do all such acts and things as they or he may deem desirable, necessary or expedient to give effect to the matters referred to in paragraph (a) including, without limitation, to negotiate, execute and authorize the release of, in the name of and on behalf of the Company, all such agreements, deeds, undertakings, forms, circulars, announcements, instruments, notices, communications and other documents and things, and to approve any amendment, alteration or modification to any such document.

ORDINARY RESOLUTION 4 -

PROPOSED DISPOSAL BY THE COMPANY OF ITS INVESTMENT PROPERTY ROOM 1606 IN HONG KONG FOR CASH

(a) approval be and is hereby given for the proposed disposal of the Company's investment property located at Room 1606, 16th Floor of Tower II, Enterprise Square No. 9 Sheung Yuet Road, Kowloon, Hong Kong to Special Hunter Ltd. for a cash consideration of HK$21,933,600, on the terms and subject to the conditions of the provisional agreement for sale and purchase dated 8 March 2012 entered into between Fook Hing Group Trading Co., Ltd. and Special Hunter Ltd.; and

(b) the Directors and each of them be and are hereby authorised to take such steps and exercise such discretion and do all such acts and things as they or he may deem desirable, necessary or expedient to give effect to the matters referred to in paragraph (a) including, without limitation, to negotiate, execute and authorize the release of, in the name of and on behalf of the Company, all such agreements, deeds, undertakings, forms, circulars, announcements, instruments, notices, communications and other documents and things, and to approve any amendment, alteration or modification to any such document.

ORDINARY RESOLUTION 5 -

THE PROPOSED CHANGE OF AUDITORS

To appoint Mazars LLP ("**Mazars**") as Auditors of the Company in place of Ernst & Young LLP to hold office until the conclusion of the next Annual General Meeting at a fee to be agreed between the Directors and Mazars.

By Order of the Board

Busarakham Kohsikaporn
Toh Lei Mui
Company Secretaries

14 June 2012

Notes:

1. A Shareholder being a Depositor whose name appears in the Depository Register (as defined in Section 130A of the Singapore Companies Act) is entitled to appoint not more than two proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
2. A Depositor wishes to appoint a nominee to attend and vote on his behalf, or if such Depositor is a corporation, should complete the Depositor Proxy Form and lodge the same at the office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte Ltd, at 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623 not later than 48 hours before the time appointed for the SGM.
3. If the Depositor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.