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福萊特玻璃集團股份有限公司  
**Flat Glass Group Co., Ltd.**

## INTRODUCTION

This Agreement is made this 27<sup>th</sup> day of August 2021 (the "Date"), between the undersigned parties, the terms of which are set out in Schedule A, and which are subject to the provisions of the Companies Act, 2013 (the "Act").

## THE AGREEMENT

This Agreement is made between the undersigned parties.

**Date:** 27<sup>th</sup> August 2021

**Parties:**

- (1) M/s. ABC & Co. ;
- (2) M/s. DEF ;
- (3) M/s. GHI & Co. ;

**Subject Matter:** The undersigned parties, M/s. ABC & Co., M/s. DEF, and M/s. GHI & Co., have entered into an agreement for the purpose of setting up a joint venture (the "JV") for the purpose of carrying out the business of ABC & Co. (the "Business"). The JV shall be a private limited company (the "Company") and shall be registered in India. The JV shall be governed by the provisions of the Companies Act, 2013 (the "Act"). The JV shall be known as ABC & Co. (the "Company"). The JV shall be a private limited company (the "Company") and shall be registered in India. The JV shall be governed by the provisions of the Companies Act, 2013 (the "Act"). The JV shall be known as ABC & Co. (the "Company").

**Payment Terms:**

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 ( ) 60% C E T A w 10 ;  
 ( ) 30% C C D ; w 10  
 ( ) 10% C C w .

**Deposit:**

A B700 ( **Deposit** )  
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**Source of Funding:**

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**Conditions Precedent:**

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**Long Stop Date:**

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**Termination:**

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REASONS FOR AND BENEFITS OF THE ACQUISITION

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INFORMATION OF THE PARTIES INVOLVED

Information of the Group

TC [ ] C w [ ] , S w S E . TC [ ] S E [ ] S [ ] C, S E . TC [ ] . TC [ ]

**Information of the Seller**

The Seller, **陳慶亮** (Chen Qingliang), is a natural person who is a resident of the People's Republic of China. He is the sole shareholder of the Seller, holding 50% of the equity. The Seller is a company incorporated in the People's Republic of China.

**Information of the Target Companies**

The Target Company, **上海德豐** (Shanghai De Feng), is a company incorporated in the People's Republic of China. It is a wholly-owned subsidiary of the Seller. The Target Company is engaged in the business of providing financial services.

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<b>Unaudited net profit (loss)</b>	
<b>(before taxation)</b>	
<b>For the year ended 31 December 2019</b>	<b>For the year ended 31 December 2020</b>
<b>( B'000)</b>	<b>( B'000)</b>

D D	-27,031.4	-3,976.9
S	-150,821.1	107,729.8

**Unaudited net profit (loss)  
(after taxation)**

	<b>For the year ended 31 December 2019 ( B'000)</b>	<b>For the year ended 31 December 2020 ( B'000)</b>
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D	D	20,274.2	-3,129.0
S		-146,434.7	74,589.3
A	30 S w		T
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	<b>Unaudited total assets ( B'000)</b>	<b>Unaudited net assets ( B'000)</b>
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D	D	534,842.4	48,421.1
S		340,219.2	-17,432.3

**LISTING RULES IMPLICATIONS**

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(上市公司重大資產重組管理辦法) C S C,  
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## GENERAL

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***As the Acquisition is subject to the satisfaction of the conditions precedent as provided in the Equity Transfer Agreement which may or may not be fulfilled, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.***

## DEFINITIONS

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C 福萊特玻璃集團股份有限公司(F   C ., .\*),  C w , E S

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**Flat Glass Group Co., Ltd.**  
**Ruan Hongliang**  
C

27 , 2021 ☒ , ☒ C

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