



FGG

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

INTRODUCTION

BEFORE AND AFTER THE DATE HEREIN, C. F. A. (hereinafter referred to as "C. F. A."), a company duly organized under the laws of the State of New York, and C. F. A. (hereinafter referred to as "C. F. A."), a company duly organized under the laws of the State of New York, have entered into an agreement, the substance of which is set forth in the attached Schedule A, and the substance of which is set forth in the attached Schedule B.3.65

THE AGREEMENT

BEFORE AND AFTER THE DATE HEREIN, C. F. A. (hereinafter referred to as "C. F. A."), a company duly organized under the laws of the State of New York, and C. F. A. (hereinafter referred to as "C. F. A."), a company duly organized under the laws of the State of New York, have entered into an agreement, the substance of which is set forth in the attached Schedule A, and the substance of which is set forth in the attached Schedule B.3.65

Date: 27 2021

Parties: (1) C. F. A.;
(2) F. A. A.;
(3) D. A. D. A. C. F. A.

Subject Matter: C. F. A. (hereinafter referred to as "C. F. A."), a company duly organized under the laws of the State of New York, and C. F. A. (hereinafter referred to as "C. F. A."), a company duly organized under the laws of the State of New York, have entered into an agreement, the substance of which is set forth in the attached Schedule A, and the substance of which is set forth in the attached Schedule B.3.65 (**Consideration**),

Basis of the Consideration: C. F. A. (hereinafter referred to as "C. F. A."), a company duly organized under the laws of the State of New York, and C. F. A. (hereinafter referred to as "C. F. A."), a company duly organized under the laws of the State of New York, have entered into an agreement, the substance of which is set forth in the attached Schedule A, and the substance of which is set forth in the attached Schedule B.3.65 (**Valuation**)

31 D 2021

C. F. A. (hereinafter referred to as "C. F. A."), a company duly organized under the laws of the State of New York, and C. F. A. (hereinafter referred to as "C. F. A."), a company duly organized under the laws of the State of New York, have entered into an agreement, the substance of which is set forth in the attached Schedule A, and the substance of which is set forth in the attached Schedule B.3.65 (**Valuation**)

Payment Terms:

- () 60% C 10 E, 10 A ;
- () 30% C 10 C D ;
- () 10% C C

Deposit:

- A B700 (**Deposit**) 10 C
- D C C
- () C C ;
- () C C ;
- () C E, A, D
- D C E, A
- 12 C D C
- C C

Source of Funding:

A
.....

Conditions Precedent:

- E A
.....

- () C D
E A
 - () C
..... A
 - () E A
.....
A
 - () E A
C
.....
 - () E
E C
 - ()
A

Long Stop Date:

C E A
12.

Termination:

- E A
.....
- ()
 - () E
A
 - ()
A
A
E
 - () C
E
A

... A ... C ...

REASONS FOR AND BENEFITS OF THE ACQUISITION

D ... A ...

F ... A ... C ... 0.4297 ... F ...

A ... A ... C ... A ... C ... D ... A ...

INFORMATION OF THE PARTIES INVOLVED

Information of the Group

C ... E ... C ... A ... C ...

Information of the Seller

24 A, F, C, D, 50% C (陳勇), (戚慶亮),

Information of the Target Companies

D, D, C, 27, 2011, A, (C3490002020037130149488), D, D, 0.2288².

C, 6, 2003, A, (C3400002010127140109771), 0.2009².

A, D, D,

B, C, AA, (), C, 31 D, 2019, 31 D, 2020,

Unaudited net profit (loss) (before taxation)

	For the year ended 31 December 2019 (B'000)	For the year ended 31 December 2020 (B'000)
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D, D	-27,031.4	-3,976.9
	-150,821.1	107,729.8

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

For the year ended 31 December 2019	For the year ended 31 December 2020
(B'000)	(B'000)

D	20,274.2	-3,129.0
D	-146,434.7	74,589.3

A 30 2021, C

Unaudited total assets	Unaudited net assets
(B'000)	(B'000)

D	534,842.4	48,421.1
D	340,219.2	-17,432.3

LISTING RULES IMPLICATIONS

A C 14 E A 5% 25%, A C 14

A D B E

21 (上市公司重大資產重組管理辦法) C C, A

E A D

A

GENERAL

Under the terms of the Acquisition, the Company is offering to acquire all of the Shares of the Company owned by the Shareholders, subject to the satisfaction of the conditions precedent as provided in the Equity Transfer Agreement.

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

Unless the context otherwise requires, the following definitions shall apply to the Acquisition:

A - ()
B - ()
C - ()
E - ()

A - ()
C - ()
E - ()

A C - ()
B - ()
D - ()
C - ()

C - 福萊特玻璃集團股份有限公司(Floating Glass Group Co., Ltd.),
C - ()
A - ()
E - ()

C - ()
C - ()
D - ()

C C - ()
C - ()
C - ()

D, D 安徽大華東方礦業有限公司(A, D, D C
(*)
C 27 2011

D C
E A 27 2021
C
C

F 安徽鳳砂礦業集團有限公司(A, F C
(*)
C 24 A, 2015

() () C
B0.25, E (:6865)
() () /
D, ()
C, ()

2
E
C
C, A
C

C AA
C

B

C

安徽三力礦業有限責任公司(A 2003),

F

()

A () ()

()

() ()

E

E

C

D, D

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

27 2021, C

A D
F C D

* E C, C