

... E ... C ... E ...
... W ... W ...
W ...



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

INTRODUCTION

B. 27 2021 (), C.
E. A. w. C.
C. F. B3.65
A. C. w. w. w.
C.

THE AGREEMENT

E. A. w.

Date: 27 2021

Parties:

- (1) C. ;
- (2) F. ;
- (3) D. D. C.

Subject Matter: E. A.
C.
C.
 B3.65 (**Consideration**),

Payment Terms:

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

Deposit:

- B700 (Deposit)
C... w... 10...
C... w... C... w...
D... w...
- () C... C...
- () C... C...
- () C... E... A...
D...
- D... C...
C... E... A... w...
E... A...
w... 12...
C... w... w...
D... C... w...
w...
C...

Source of Funding:

A. _____ with _____;

Conditions Precedent:

E. _____ A. _____

() C. _____ D. _____ E. _____ A. _____;

() C. _____ A. _____;

() E. _____ A. _____ A. _____;

() E. _____ A. _____ C. _____

() with _____ E. _____ E. _____ C. _____;

() with _____ A. _____

Long Stop Date:

C. _____ E. _____ A. _____ 12 _____

Termination:

E. _____ A. _____

() _____

() _____ E. _____ A. _____;

() _____ with _____ A. _____ with _____ E. _____ A. _____;

() _____ C. _____ with _____ E. _____ A. _____

A C w w w
C

REASONS FOR AND BENEFITS OF THE ACQUISITION

D A w I w I w I
.....

F A w I
..... w w
..... I
..... w I w w I
..... I C w w w
..... w 0.4297² F
A C A w
..... w
.....

..... A w
..... C A
..... w w
.....
..... w w
..... w w
..... w w
.....

I w D w A
..... C w

INFORMATION OF THE PARTIES INVOLVED

Information of the Group

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

Information of the Seller

... , F... , ... w... w...
 24 A... 2015, ... A...
 ... C... D... w...
 ... , F... w... w... 50% C... (陳勇)
 ... 50% ... (戚慶亮), ...

Information of the Target Companies

D... D... w... w... 27
 2011, ... A...
 D... D... (C3490002020037130149488) ...
 0.2288 ...².

... w... w... 6 ... 2003,
 ... A...
 ... (C3400002010127140109771) ... 0.2009 ...².

A... D... D... w... w...
 ...

B... C...
 w... AA ... (...) ... C...
 ... 31 D... 2019 ... 31 D... 2020 ... w...

	Unaudited net profit (loss) (before taxation)	
	For the year ended 31 December 2019 (<input checked="" type="checkbox"/> B'000)	For the year ended 31 December 2020 (<input checked="" type="checkbox"/> B'000)
D... D... w...	-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
(HK\$ B'000)	(HK\$ B'000)

Dividend income	20,274.2	-3,129.0
Other income	-146,434.7	74,589.3

As at 31 December 2021, the Company's net assets were HK\$534,842.4 million and its net liabilities were HK\$340,219.2 million.

Unaudited total assets	Unaudited net assets
(HK\$ B'000)	(HK\$ B'000)

Dividend income	534,842.4	48,421.1
Other income	340,219.2	-17,432.3

LISTING RULES IMPLICATIONS

As at 31 December 2021, the Company's net assets were HK\$534,842.4 million, which is more than 5% of the Company's net assets as at 31 December 2020. The Company's net liabilities were HK\$340,219.2 million, which is less than 25% of the Company's net assets as at 31 December 2021.

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GENERAL

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:

- ▲ **A** shall mean (.) **B** shall mean (.) **C** shall mean (.) **B** **C** shall mean (.) **E** shall mean (.)
- ▲ **A** shall mean (.) **C** shall mean (.) **E** shall mean (.) **A** shall mean (.)
- ▲ **A** **C** shall mean (.) **C** shall mean (.)
- ▲ **B** shall mean (.) **D** shall mean (.) **C** shall mean (.)
- ▲ **C** shall mean (.) 福萊特玻璃集團股份有限公司(F萊特玻璃集團股份有限公司, (F萊特玻璃集團有限公司)), shall mean (.) **w** shall mean (.) **A** shall mean (.) **w** shall mean (.) **E** shall mean (.) **E** shall mean (.)
- ▲ **C** shall mean (.) **A** shall mean (.)
- ▲ **C** shall mean (.) **D** shall mean (.) **w** shall mean (.) **C** shall mean (.) **C** shall mean (.) **A** **C** shall mean (.) **C** shall mean (.)
- ▲ **C** shall mean (.) **C** shall mean (.) **C** shall mean (.)

▲ B.

安徽三力礦業有限責任公司(Anhui Sanli Mining Co., Ltd.)*,

▲

6月2003年

▲

F

▲ (.)

A (.) (.)

▲ (.)

(.) (.)

▲ E

E

▲ C

D D

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

27 2021

A D F C

* E C C