

Strictly Private & Confidential

February 8th 2020

To : XXXXXXXXXXXXXXXXXXXX

Address

City

Kind Attention: Mr. _____ Managing Director

Dear Sir,

Sub: Strategic and Financial Advisory Services for sale of shareholder stake/ investment in XXXXXX

We, _____ Name of Advisor _____ ("_____" and/ or "____") would refer to our discussions regarding finding an appropriate investor for _____ Name of company _____ (XXXXX).

Pursuant to these discussions, the Company has appointed Advisor to act as the Strategic and Financial Advisor to the Company with respect to the proposed Transaction ("the Engagement").

For this Engagement we herewith set out in this letter ("the Engagement Letter") the scope of our services, our remuneration structure and other terms of the Engagement. The said, if accepted shall be signed by the Authorized signatories of the Company in duplicate to form an Engagement.

- 1) **Scope of Services:** Under this Engagement Letter, we shall provide the advice and services as detailed below. We shall not be obliged to provide any other advice or services unless we expressly agree, in writing, to do so and in respect of which an additional fee may be payable.
 - a) Identifying, short-listing the potential incoming Investor(s) and reaching out to the potential incoming Investor(s) with the investment opportunity.
 - b) Work with the Company and the management team to prepare and fine-tune the business case of the Company to appropriately position it with the potential incoming Investor(s).
 - c) Assist in reviewing business plan, as may be required, investor presentations and financial models and other transaction collaterals as may be necessary.
 - d) Facilitating management meetings and discussions with the potential incoming Investor(s).
 - e) Endeavour to receive a non-binding term sheet ("Term Sheet") from potential incoming investors capturing the structure of the offer and valuation arrived at.
 - f) advising on the approach to potential investors by the Company, assessment of the Company's strategies and co-ordination of the approach;
 - g) advising on the valuation of the Company based on the information supplied to Advisor by the Company
 - h) assisting in the negotiation of the commercial terms and conditions of the

Sample Financial Due Diligence Engagement Letter

Minjie Lin



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Table of Contents Sample Financial Due Diligence Engagement Letter

1. Understanding the eBook Sample Financial Due Diligence Engagement Letter
 - The Rise of Digital Reading Sample Financial Due Diligence Engagement Letter
 - Advantages of eBooks Over Traditional Books
2. Identifying Sample Financial Due Diligence Engagement Letter
 - Exploring Different Genres
 - Considering Fiction vs. Non-Fiction
 - Determining Your Reading Goals
3. Choosing the Right eBook Platform
 - Popular eBook Platforms
 - Features to Look for in an Sample Financial Due Diligence Engagement Letter
 - User-Friendly Interface
4. Exploring eBook Recommendations from Sample Financial Due Diligence Engagement Letter

- Personalized Recommendations
 - Sample Financial Due Diligence Engagement Letter User Reviews and Ratings
 - Sample Financial Due Diligence Engagement Letter and Bestseller Lists
5. Accessing Sample Financial Due Diligence Engagement Letter Free and Paid eBooks
 - Sample Financial Due Diligence Engagement Letter Public Domain eBooks
 - Sample Financial Due Diligence Engagement Letter eBook Subscription Services
 - Sample Financial Due Diligence Engagement Letter Budget-Friendly Options
 6. Navigating Sample Financial Due Diligence Engagement Letter eBook Formats
 - ePub, PDF, MOBI, and More
 - Sample Financial Due Diligence Engagement Letter Compatibility with Devices
 - Sample Financial Due Diligence Engagement Letter Enhanced eBook Features
 7. Enhancing Your Reading Experience
 - Adjustable Fonts and Text Sizes of Sample Financial Due Diligence Engagement Letter
 - Highlighting and Note-Taking Sample Financial Due Diligence Engagement Letter
 - Interactive Elements Sample Financial Due Diligence Engagement Letter
 8. Staying Engaged with Sample Financial Due Diligence Engagement Letter
 - Joining Online Reading Communities
 - Participating in Virtual Book Clubs
 - Following Authors and Publishers Sample Financial Due Diligence Engagement Letter
 9. Balancing eBooks and Physical Books Sample Financial Due Diligence Engagement Letter
 - Benefits of a Digital Library
 - Creating a Diverse Reading Collection Sample Financial Due Diligence Engagement Letter
 10. Overcoming Reading Challenges
 - Dealing with Digital Eye Strain
 - Minimizing Distractions
 - Managing Screen Time
 11. Cultivating a Reading Routine Sample Financial Due Diligence Engagement Letter
 - Setting Reading Goals Sample Financial Due Diligence Engagement Letter
 - Carving Out Dedicated Reading Time
 12. Sourcing Reliable Information of Sample Financial Due Diligence Engagement Letter

- Fact-Checking eBook Content of Sample Financial Due Diligence Engagement Letter
- Distinguishing Credible Sources

13. Promoting Lifelong Learning

- Utilizing eBooks for Skill Development
- Exploring Educational eBooks

14. Embracing eBook Trends

- Integration of Multimedia Elements
- Interactive and Gamified eBooks

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