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QUALI-SMART HOLDINGS LIMITED

滙達富控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1348)

APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

Reference is made to the announcement jointly issued by Quali-Smart Holdings Limited (the “**Company**”) and Zhongtai International Investment Group Limited (the “**Offeror**”) dated 25 February 2018 in relation to, among others, the proposed subscription of new shares in the Company, the possible unconditional mandatory cash offers by Zhongtai International Capital Limited and Well Link International Capital Limited on behalf of the Offeror to acquire all the issued shares and all outstanding convertible notes, and to cancel all outstanding share options of the Company (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it), and the proposed acquisitions of the ZTI Companies (the “**Joint Announcement**”). Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Joint Announcement.

Pursuant to Rule 2.1 of the Takeovers Code and the Listing Rules, the Board announces that, the Company has appointed Veda Capital Limited as the independent financial adviser to advise (i) the Independent Board Committee (Offers) and the Shareholders, the Optionholders and the CN Holder in relation to the Offers and in particular whether the Offers are fair and reasonable and as to the acceptance of the Offers; and (ii) the Independent Board Committee (Acquisitions) and the Independent Shareholders in relation to the terms of the ZTI Agreements and the transactions contemplated thereunder. Such appointment has been approved by Independent Board Committee (Offers) pursuant to Rule 2.1 of the Takeovers Code and the Independent Board Committee (Acquisitions) in accordance with the Listing Rules.

Veda Capital Limited is a licensed corporation authorised to carry out Type 6 (advising on corporate finance) regulated activity under the SFO.

The letters of advice from the independent financial adviser, the recommendation of the Independent Board Committee (Offers) and the recommendation of the Independent Board Committee (Acquisitions) in respect of the Offers and the ZTI Acquisitions will be included in the Composite Document and a circular of the Company (as the case may be) to be despatched to the Shareholders.

By Order of the Board
Quali-Smart Holdings Limited
Lau Ho Ming, Peter
Executive Chairman

Hong Kong, 9 March 2018

As at the date of this announcement, the Board comprises four executive Directors: Mr. Lau Ho Ming, Peter (Executive Chairman), Mr. Poon Pak Ki, Eric, Mr. Ng Kam Seng and Mr. Chu, Raymond; one non-executive Director: Madam Li Man Yee, Stella; and three independent non-executive Directors: Mr. Leung Po Wing, Bowen Joseph GBS, JP, Mr. Chan Siu Wing, Raymond and Mr. Wong Wah On, Edward as independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.

* *For identification purpose only*