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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)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Quali-Smart Holdings Limited (the “**Company**”) will be held at Unit 101, First Commercial Building, 33-35 Leighton Road, Causeway Bay, Hong Kong on Wednesday, 16 January 2019 at 10:00 a.m., for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. **“THAT:**

- (a) the authorised share capital of the Company be and is hereby increased from US\$75,000 divided into 3,000,000,000 shares of US\$0.000025 each in the share capital of the Company (“**Share(s)**”) to US\$150,000 divided into 6,000,000,000 Shares by the creation of an additional 3,000,000,000 new Shares (the “**Increase in Authorised Share Capital**”), which upon issue shall rank pari passu in all respects with all existing Shares; and
- (b) any one director of the Company be and is hereby authorised to do all such acts and things and execute all such documents, instruments, agreements and deeds (including under the seal of the Company if and where applicable), as he/she may in his/her absolute discretion consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.”

\* *For identification purpose only*

2. “THAT:

- (a) the amended and restated subscription agreement dated 11 October 2018 (the “**Restated Subscription Agreement**”, a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for identification purpose) entered into among the Company, Zhongtai International Investment Group Limited (中泰國際投資集團有限公司) (the “**Original Offeror**”), Taifu Capital Investments Limited (泰富資本投資有限公司) (“**Subscriber A**”) and Great Boom Group Limited (旺佳集團有限公司) (“**Subscriber B**”), and the deed of novation dated 29 November 2018 (the “**Deed of Novation**”, a copy of which has been produced to the EGM marked “B” and signed by the chairman of the EGM for identification purpose) entered into among the Company, the Original Offeror, Subscriber A, Subscriber B and Zhongtai Financial International Limited (中泰金融國際有限公司) (the “**Offeror**”, together with Subscriber A and Subscriber B, collectively, the “**Subscribers**”) in relation to the proposed conditional subscription (the “**Subscription**”) of an aggregate of 415,908,000 ordinary shares of the Company (collectively, the “**Subscription Shares**”, and each a “**Subscription Share**”) by the Subscribers at the subscription price of HK\$0.35 per Subscription Share, and the transactions contemplated thereunder and in connection therewith be and are hereby approved, confirmed and ratified;
- (b) subject to the fulfilment or waiver of the other conditions precedent set out in the Restated Subscription Agreement, the grant of a specific mandate to the directors of the Company to exercise the powers of the Company to allot and issue the Subscription Shares at HK\$0.35 per Subscription Share to the Subscribers pursuant to and in accordance with the terms and conditions of the Restated Subscription Agreement be and is hereby approved, and such Subscription Shares (upon issue) shall rank pari passu in all respects with the then existing issued shares of the Company; and
- (c) any one director of the Company be and is hereby authorised to execute all such documents, instruments, agreements and deeds (including under the seal of the Company if and where applicable) and do all such acts and things that are ancillary to the Subscription and the grant of the specific mandate set out in paragraph (b) of this resolution, as he/she may in his/her absolute discretion consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of the Restated Subscription Agreement and the transactions contemplated thereunder, including the allotment and issue of the Subscription Shares, and to agree to such variations, amendments or waivers as are, in the opinion of the directors of the Company, in the interests of the Company.”

3. “THAT:

- (a) the conditional sale and purchase agreement dated 23 February 2018 (as amended and supplemented by supplemental agreements dated 11 October 2018 and 29 November 2018 respectively) (collectively, the “**ZTI Asset Management Agreement**”, a copy of which has been produced to the EGM marked “C” and signed by the chairman of the EGM for identification purpose) entered into between the Company as purchaser and Zhongtai Financial International Limited (中泰金融國際有限公司) (“**Zhongtai Financial International**”) as vendor in relation to the proposed acquisition of all the issued shares of Zhongtai International Asset Management Limited (中泰國際資產管理有限公司) (“**ZTI Asset Management**”) by the Company from Zhongtai Financial International, and the transactions contemplated thereunder and in connection therewith be and are hereby approved, confirmed and ratified;
- (b) the conditional sale and purchase agreement dated 23 February 2018 (as amended and supplemented by supplemental agreements dated 11 October 2018 and 29 November 2018 respectively) (collectively, the “**ZTI Capital Agreement**”, a copy of which has been produced to the EGM marked “D” and signed by the chairman of the EGM for identification purpose, together with the ZTI Asset Management Agreement, collectively, the “**ZTI Agreements**”) entered into between the Company as purchaser and Zhongtai International Financial Corporation (中泰國際金融有限公司) (“**ZTI Financial**”) as vendor in relation to the proposed acquisition of all the issued shares of Zhongtai International Capital Limited (中泰國際融資有限公司) (“**ZTI Capital**”) by the Company from ZTI Financial, and the transactions contemplated thereunder and in connection therewith be and are hereby approved, confirmed and ratified;
- (c) subject to the fulfilment or waiver of the other conditions precedent set out in the ZTI Agreements, the grant of a specific mandate to the directors of the Company to exercise the powers of the Company to allot and issue, credited as fully paid, 377,142,857 shares of the Company (the “**Consideration Shares**”) at HK\$0.35 per Consideration Share to the relevant vendors or their respective designated nominee(s) pursuant to and in accordance with the terms and conditions of the ZTI Agreements be and is hereby approved, and such Consideration Shares (upon issue) shall rank *pari passu* in all respects with the then existing issued shares of the Company; and

- (d) any one director of the Company be and is hereby authorised to do all such acts and things and sign and execute all such documents, instruments, agreements and deeds (including under the seal of the Company if and where applicable) and do all such acts and things that are ancillary to the ZTI Agreements and the specific mandate set out in paragraph (b) of this resolution, as he/she may in his/her absolute discretion consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the ZTI Agreements and the transactions contemplated thereunder, including the allotment and issue of the Consideration Shares, and to agree to such variations, amendments or waivers as are, in the opinion of the directors of the Company, in the interests of the Company.”

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

Hong Kong, 31 December 2018

*As at the date of this notice, 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.*

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*Notes:*

1. A shareholder entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies in respect of the whole or any part of his/her holding of shares to attend and vote in his/her stead. A proxy need not be a shareholder of the Company.
2. The instrument appointing a proxy must be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.

3. Where there are joint registered holders of any share(s), any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share(s) shall alone be entitled to vote in respect thereof.
4. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not later than 10:00 a.m. on Monday, 14 January 2019, or not less than 48 hours before the time appointed for the holding of any adjourned meeting (as the case may be), and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution, except at an adjourned meeting in the case where the EGM was originally held within 12 months from such date.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the EGM, and in such event the instrument appointing a proxy shall be deemed to be revoked.
6. The resolutions as set out in this notice will be voted by way of poll.