

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended  
(dd/mm/yyyy) :

31/03/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Quali-Smart Holdings Limited  
Date Submitted 03/04/2019

### I. Movements in Authorised Share Capital

#### 1. Ordinary Shares

(1) Stock code :	<u>01348</u>			Description :	<u>QUALI-SMART</u>		
		No. of ordinary shares		Par value (USD)		Authorised share capital (USD)	
Balance at close of preceding month	<u>6,000,000,000</u>		<u>0.000025</u>		<u>150,000</u>		
Increase/(decrease)	<u>-</u>				<u>-</u>		
Balance at close of the month	<u>6,000,000,000</u>		<u>0.000025</u>		<u>150,000</u>		
(2) Stock code :	<u>N/A</u>			Description :	<u>N/A</u>		
		No. of ordinary shares		Par value (State currency)		Authorised share capital (State currency)	
Balance at close of preceding month	<u></u>		<u></u>		<u></u>		
Increase/(decrease)	<u></u>				<u></u>		
Balance at close of the month	<u></u>		<u></u>		<u></u>		

## 2. Preference Shares

Stock code : <u>  N/A  </u>	Description : <u>  N/A  </u>		
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

## 3. Other Classes of Shares

Stock code : <u>  N/A  </u>	Description : <u>  N/A  </u>		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

Total authorised share capital at the end of the month  
(USD) :

**150,000**

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## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>1,474,232,000</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>-</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>1,474,232,000</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

## III. Details of Movements in Issued Share Capital

### Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Share option scheme						
(03/01/2013)						
Ordinary shares	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>134,291,600</u>
(Note 1)						
2.						
( / / )						
shares						
(Note 1)						
3.						
( / / )						
shares						
(Note 1)						
			Total A. (Ordinary shares)		<u>N/A</u>	
			(Preference shares)		<u>N/A</u>	
			(Other class)		<u>N/A</u>	
Total funds raised during the month from exercise of options (HKD)					<u>NIL</u>	

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
( / / )						
Stock code (if listed) _____						
Class of shares _____						
issuable (Note 1) _____						
Subscription price _____						
EGM approval date _____						
(if applicable) _____						
(dd/mm/yyyy) _____	( / / )					
2. N/A						
( / / )						
Stock code (if listed) _____						
Class of shares _____						
issuable (Note 1) _____						
Subscription price _____						
EGM approval date _____						
(if applicable) _____						
(dd/mm/yyyy) _____	( / / )					
3. N/A						
( / / )						
Stock code (if listed) _____						
Class of shares _____						
issuable (Note 1) _____						
Subscription price _____						
EGM approval date _____						
(if applicable) _____						
(dd/mm/yyyy) _____	( / / )					
4. N/A						
( / / )						
Stock code (if listed) _____						
Class of shares _____						
issuable (Note 1) _____						
Subscription price _____						
EGM approval date _____						
(if applicable) _____						
(dd/mm/yyyy) _____	( / / )					
Total B. (Ordinary shares) <u>N/A</u>						
(Preference shares) <u>N/A</u>						
(Other class) <u>N/A</u>						

## Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<b>1. Convertible Notes</b>						
<b>(due 2020)</b>						
	HKD	80,000,000	NIL	80,000,000	NIL	205,128,205
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary					
Conversion	HKD0.39 per share					
Subscription price	(subject to adjustment)					
EGM approval date (if applicable) (dd/mm/yyyy)	( N/A )					
<b>2. Convertible Notes</b>						
<b>(due 2020)</b>						
	HKD	30,000,000	NIL	30,000,000	NIL	76,923,076
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary					
Conversion	HKD0.39 per share					
Subscription price	(subject to adjustment)					
EGM approval date (if applicable) (dd/mm/yyyy)	( N/A )					
<b>3.</b>						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
<b>4.</b>						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
			Total C. (Ordinary shares)	NIL		
			(Preference shares)	N/A		
			(Other class)	N/A		

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<p>Unless otherwise defined, capitalised terms used herein have the same meanings as defined in the joint announcement of the Issuer dated 12 October 2018.</p> <p>1. On 11 October 2018, the Issuer and the Subscribers entered into the Restated Subscription Agreement, pursuant to which the Issuer conditionally agreed to allot and issue, and the Subscribers conditionally agreed to subscribe for, an aggregate of 415,908,000 Shares, for an aggregate consideration of HK\$145,567,800 in cash at the Subscription Price of HK\$0.35 per Share.</p> <p>On 29 November 2018, the Issuer, the Offeror, Subscriber A, Subscriber B and Zhongtai Financial International Limited ("<b>New Offeror</b>") entered into a deed of novation in relation to the Restated Subscription Agreement, pursuant to which the Offeror agreed to assign and novate, and the New Offeror agreed to assume and perform, all the rights and obligations of the Offeror under the Restated Subscription Agreement with effect from 29 November 2019.</p> <p>On 31 January 2019, as additional time is required for the fulfillment of certain condition of the Subscription Conditions, the parties entered into a side letter to the Restated Subscription Agreement to extend the long stop date for fulfillment of the conditions precedent to 30 April 2019 or such other date as agreed by the parties.</p> <hr/> <p>For details, please refer to joint announcements of the Issuer and the Offeror or the New Offeror dated 12 October 2018, 29 November 2018 and 31 January 2019 respectively.</p> <hr/> <p style="text-align: center;">EGM approval date ( 16 / 01 /2019 ) Ordinary shares (Note 1)</p>	NIL	415,908,000
<p>2. On 23 February 2018, the Issuer (as purchaser) and ZTI Financial (as vendor) entered into the ZTI Capital Agreement pursuant to which the Issuer conditionally agreed to acquire or procure one of its wholly-owned subsidiaries to acquire, and ZTI Financial conditionally agreed to dispose of, all issued shares of ZTI Capital at completion of the ZTI Agreements for a consideration of HK\$30,000,000.in cash.</p> <hr/> <p>On the same date, the Issuer (as purchaser) and Zhongtai Financial International (as vendor) entered into the ZTI Asset Management Agreement pursuant to which the Company conditionally agreed to acquire or procure one of its wholly-owned subsidiaries to acquire, and Zhongtai Financial International conditionally agreed to dispose of, all issued shares of ZTI Asset Management at completion of the ZTI Agreements for a consideration of HK\$102,000,000.in cash.</p> <p>On 11 October 2018, the Issuer (as purchaser) and ZTI Financial (as vendor) entered into a supplemental agreement to revise and amend certain terms of the ZTI Capital Agreement . The consideration for the ZTI Capital Acquisition, being HK\$30,000,000, shall be satisfied by the allotment and issue by the Issuer to the Offeror (as the designated nominee of ZTI Financial) 85,714,286 new Shares, credited as fully paid, at an issue price of</p>	NIL	85,714,286

approximately HK\$0.35 per Share, at completion of the ZTI Capital Agreement.

On 11 October 2018, the Issuer (as purchaser) and Zhongtai Financial International (as vendor) entered into a supplemental agreement (to revise and amend certain terms of the ZTI Asset Management Agreement). The consideration for the ZTI Asset Management Acquisition, being HK\$102,000,000, shall be satisfied by the allotment and issue by the Issuer to the Offeror (as the designated nominee of Zhongtai Financial International) 291,428,571 new Shares, credited as fully paid, at an issue price of approximately HK\$0.35 per Share, at completion of the ZTI Asset Management Agreement.

NIL

291,428,571

On 29 November 2018, the Issuer also entered into supplemental agreements with ZTI Financial and the New Offeror respectively to revise certain terms of the ZTI Capital Agreement and the ZTI Asset Management Agreement, pursuant to which the consideration for the ZTI Acquisitions shall be satisfied by the allotment and issue of Consideration Shares to the New Offeror (as, where appropriate, the designated nominee of ZTI Financial).

On 31 January 2019, as additional time is required for the fulfillment of certain conditions precedent of the relevant ZTI Agreements, the parties to each of the Agreements respectively entered into a side letter to the relevant Agreement to extend the long stop date for fulfillment of the conditions precedent to 30 April 2019 or such other date as agreed by the parties.

For details, please refer to joint announcements of the Issuer and the Offeror or the New Offeror dated 25 February 2018, 12 October 2018, 29 November 2018 and 31 January 2019 respectively.

EGM approval date ( 16 / 01 / 2019 )

Ordinary shares (Note 1)

3.

( / / )

shares (Note 1)

Total D. (Ordinary shares)

NIL

(Preference shares)

N/A

(Other class)

N/A

Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	At price :	State currency _____	Class of shares issuable ( <i>Note 1</i> ) <u>N/A</u> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	<u>N/A</u>	<u>N/A</u>
2. Open offer	At price :	State currency _____	Class of shares issuable ( <i>Note 1</i> ) <u>N/A</u> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	<u>N/A</u>	<u>N/A</u>
3. Placing	At price :	State currency _____	Class of shares issuable ( <i>Note 1</i> ) <u>N/A</u> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	<u>N/A</u>	<u>N/A</u>
4. Bonus issue			Class of shares issuable ( <i>Note 1</i> ) <u>N/A</u> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	<u>N/A</u>	<u>N/A</u>



Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5.	Scrip dividend	At price : State currency _____	Class of shares issuable (Note 1) <u>N/A</u> Issue and allotment date : ( / / ) EGM approval date: ( / / ) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
6.	Repurchase of shares		Class of shares repurchased (Note 1) <u>N/A</u> Cancellation date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
7.	Redemption of shares		Class of shares redeemed (Note 1) <u>N/A</u> Redemption date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
8.	Consideration issue	At price : State currency _____	Class of shares issuable (Note 1) <u>N/A</u> Issue and allotment date : ( / / ) (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable (Note 1) <u>  N/A  </u> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	<u>  N/A  </u>	<u>  N/A  </u>
10. Other (Please specify) At price : State currency _____	Class of shares issuable (Note 1) <u>  N/A  </u> Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	<u>  N/A  </u>	<u>  N/A  </u>
		Total E. (Ordinary shares) <u>  N/A  </u>	<u>  N/A  </u>
		(Preference shares) <u>  N/A  </u>	<u>  N/A  </u>
		(Other class) <u>  N/A  </u>	<u>  N/A  </u>

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<u>  NIL  </u>
	(2)	<u>  N/A  </u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>  N/A  </u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>  N/A  </u>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

#### IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:	
<i>(Note 2)</i>	
(i)	all money due to the listed issuer in respect of the issue of securities has been received by it;
(ii)	all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
(iii)	all (if any) conditions contained in the formal letter granting listing of and permission to deal in the

	securities have been fulfilled;
(iv)	all the securities of each class are in all respects identical ( <i>Note 3</i> );
(v)	all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
(vi)	all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
(vii)	completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
(viii)	the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

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Submitted by:           NG KAM SENG          

Title:                           EXECUTIVE DIRECTOR                            
(Director, Secretary or other duly authorised officer)

*Notes :*

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.*
3. *"Identical" means in this context:*
  - *the securities are of the same nominal value with the same amount called up or paid up;*
  - *they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and*
  - *they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.*
4. *If there is insufficient space, please append the prescribed continuation sheet.*