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中泰國際

ZHONGTAI INTERNATIONAL

**ZHONGTAI FINANCIAL
INTERNATIONAL LIMITED**

中泰金融國際有限公司

(Incorporated in Hong Kong with limited liability)

**QUALI-SMART HOLDINGS
LIMITED**

滙達富控股有限公司 *

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1348)

JOINT ANNOUNCEMENT

DELAY IN DESPATCH OF COMPOSITE DOCUMENT IN RELATION TO POSSIBLE UNCONDITIONAL MANDATORY CASH OFFERS BY HAITONG INTERNATIONAL SECURITIES COMPANY 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)

References are made to the joint announcements of Quali-Smart Holdings Limited (the “**Company**”) and Zhongtai International Investment Group Limited (the “**Original Offeror**”) dated 25 February 2018, 18 March 2018, 20 April 2018, 18 May 2018, 20 June 2018, 12 July 2018, 14 August 2018, 12 October 2018 and 2 November 2018, the announcements of the Company dated 9 March 2018, 28 March 2018, 3 April 2018, 30 April 2018, 31 May 2018, 29 June 2018, 23 July 2018, 31 August 2018, 31 October 2018, 30 November 2018 and 16 January 2019 and the joint announcements of the Company and Zhongtai Financial International Limited (the “**Offeror**”) dated 29 November 2018, 31 December 2018, 31 January 2019, 8 February 2019, 11 March 2019 and 11 April 2019 in relation to, among other things, the Subscription, the ZTI Acquisitions, the Share Purchase Agreement and the Offers (collectively, the “**Announcements**”), and the circular of the Company dated 31 December 2018 (the “**Circular**”). Capitalised terms used herein have the same meanings as defined in the joint announcement dated 12 October 2018 (the “**October Joint Announcement**”) unless the context otherwise requires.

As set out in the Announcements, (i) an application was made to the Executive pursuant to Rule 8.2 of the Takeovers Code, and the Executive consented to extend the time for despatch of the Composite Document to a date falling within seven days from the Completion Date or 7 May 2019, whichever is earlier; and (ii) the making of the Offers is subject to Completion, and Completion is conditional upon the fulfillment or waiver (where applicable) of, among others, the Subscription Conditions, the Share Purchase Conditions as well as the conditions precedent of the relevant ZTI Agreements.

As at the date of this joint announcement, the application made by the Offeror to the China Securities Regulatory Commission (the “CSRC”) in respect of the Restated Subscription Agreement, the Share Purchase Agreement and the ZTI Agreements (collectively, the “Agreements”, and each an “Agreement”) and the transactions contemplated thereunder is still pending approval of the CSRC, the Offeror has recently submitted supplemental information to the CSRC in early April 2019 based on comments from the CSRC on the application and the Offeror has been actively liaising with the CSRC to obtain the relevant approvals.

As additional time is required for obtaining the said approval by the CSRC in order to fulfil the outstanding conditions precedent of the Agreements, after discussions, 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 of each of the Agreements to 15 July 2019 or such other date as agreed by such relevant parties.

In light of the expected time required for fulfillment of condition (b) of the Subscription Conditions and condition (a) of the conditions precedent of the relevant ZTI Agreements, other circumstances set out above and the time period contemplated by Rule 8.2 of the Takeovers Code, an application has been made to the Executive and the Executive has indicated that it is minded to grant consent under Rule 8.2 of the Takeovers Code to extend the time for despatch of the Composite Document to a date falling within seven days from the Completion Date or 22 July 2019, whichever is earlier.

Further announcement(s) will be made by the Company and the Offeror as and when appropriate in compliance with the Takeovers Code.

WARNING: THE OFFERS WILL ONLY BE MADE IF COMPLETION TAKES PLACE. COMPLETION IS SUBJECT TO FULFILMENT AND/OR WAIVER, AS APPLICABLE, OF THE SUBSCRIPTION CONDITIONS, THE SHARE PURCHASE CONDITIONS AS WELL AS THE CONDITIONS PRECEDENT OF THE RELEVANT ZTI AGREEMENTS. ACCORDINGLY, THE OFFERS MAY OR MAY NOT BE MADE. SHAREHOLDERS, OPTIONHOLDERS, THE CN HOLDER AND/OR POTENTIAL INVESTORS OF THE COMPANY SHOULD THEREFORE EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY (INCLUDING THE SHARES, THE SHARE OPTIONS, THE CONVERTIBLE NOTES AND RIGHTS IN RESPECT OF THEM). PERSONS WHO ARE IN DOUBT AS TO THE ACTION THEY SHOULD TAKE SHOULD CONSULT THEIR LICENSED SECURITIES DEALERS OR REGISTERED INSTITUTIONS IN SECURITIES, BANK MANAGERS, SOLICITORS, PROFESSIONAL ACCOUNTANTS OR OTHER PROFESSIONAL ADVISERS.

For and on behalf of
**Zhongtai Financial International
Limited**
Gao Feng
Director

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

Hong Kong, 30 April 2019

As at the date of this joint 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 at the date of this joint announcement, the directors of the Offeror are Mr. Li Wei, Mr. Gao Feng and Mr. Yuan Xicun.

All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror and any of its Concert Parties), and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.

All directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement to the extent it relates to the Offeror and its Concert Parties, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement by the Offeror have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.

** For identification purpose only*