

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.

QUALI-SMART HOLDINGS LIMITED
滙達富控股有限公司*

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 1348)

**COMPLETION OF PLACING OF NEW SHARES
UNDER GENERAL MANDATE**

Placing Agent



China Everbright Securities (HK) Limited

The Board is pleased to announce that all the conditions of the Placing have been fulfilled and the completion of the Placing took place on 8 September 2014. Pursuant to the terms and conditions of the Placing Agreement, an aggregate of 48,000,000 Placing Shares have been successfully placed by the Placing Agent to more than six Placees at the Placing Price of HK\$1.25 per Placing Share.

Reference is made to the announcement of Quali-Smart Holdings Limited (the “**Company**”) dated 20 August 2014 in respect of the Placing (the “**Announcement**”). Unless defined otherwise, capitalised terms contained herein shall have the same meanings as defined in the Announcement.

COMPLETION OF THE PLACING

The Board is pleased to announce that all the conditions of the Placing have been fulfilled and the completion of the Placing took place on 8 September 2014. An aggregate of 48,000,000 Placing Shares have been successfully placed by the Placing Agent to more than six Placees at the Placing Price of HK\$1.25 per Placing Share pursuant to the terms and conditions of the Placing Agreement.

The Placing Price of HK\$1.25 per Placing Share represents:

- (a) a premium of approximately 0.8% over the closing price of HK\$1.24 per Share as quoted on the Stock Exchange on 20 August 2014, being the date of the Announcement; and
- (b) a premium of approximately 2.1% over the average of the closing prices of approximately HK\$1.224 per Share for the five consecutive trading days of the Shares immediately prior to the date of the Announcement.

To the best of the knowledge, information and belief of the Board, having made all reasonable enquiries, the Placees and their ultimate beneficial owners are Independent Third Parties who are not acting in concert with other Placees in relation to the control of the Company within the meaning of the Hong Kong Code on Takeovers and Mergers. None of the Placees has become a substantial Shareholder (as defined under the Listing Rules) immediately after the completion of the Placing. The net proceeds from the Placing, after deducting the placing commission and other expenses in connection with the Placing from the gross proceeds, is approximately HK\$59.3 million.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (a) immediately before completion of the Placing; and (b) immediately after the completion of the Placing are as follows:-

	Immediately before completion of the Placing		Immediately after completion of the Placing	
	No. of Shares	Approximate %	No. of Shares	Approximate %
Directors:				
Mr. Lau Ho Ming Peter (<i>Note 1</i>)	120,716,000	50.3	120,716,000	41.9
Substantial shareholders:				
Silver Pointer Limited	33,600,000	14.0	33,600,000	11.7
Public:				
Placees (<i>Note 2</i>)	-	-	48,000,000	16.7
Other public	85,684,000	35.7	85,684,000	29.7
Total (<i>Note 3</i>)	<u>240,000,000</u>	<u>100.0</u>	<u>288,000,000</u>	<u>100.0</u>

Notes:

1. *These shares are registered in the name of Smart Investor Holding Limited ("Smart Investor"), a company owned as to 67.4% by Mr. Lau Ho Ming, Peter, the Executive Chairman of the Company, and 32.6% by Madam Li Man Yee, Stella, a non-executive Director of the Company and the spouse of Mr. Lau Ho Ming, Peter.*
2. *The Placing Shares have been placed by the Placing Agent to more than six Placees who are Independent Third Parties. None of the Placees has become a substantial Shareholder immediately after the completion of the Placing. Accordingly, the shareholding held by the Placees is regarded as held by the public.*
3. *Save for the above, as at the date of this announcement, the Company also has outstanding share options granted under its share option scheme of 10,800,000 Shares.*

By Order of the Board
Quali-Smart Holdings Limited

Lau Ho Ming, Peter
Executive Chairman

Hong Kong, 8 September 2014

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