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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 of the shareholders (the “**Meeting**”) 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, 22 January, 2014 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution which will be proposed as an:

ORDINARY RESOLUTION

- 1 “**THAT** the terms and conditions of the sale and purchase agreement dated 11 December 2013 (the “**Agreement**”, a copy of which has been produced to the Meeting marked “**A**” and signed by the chairman of the Meeting for the purpose of identification) entered into between Mr. Lau Ho Ming, Peter and Madam Li Man Yee, Stella (the “**Vendors**”) and the Company (the “**Purchaser**”) in relation to the purchase of the entire issued share capital of Gold Prospect Capital Resources Limited by the Purchaser from the Vendors and the settlement of all the debts and liabilities of Gold Prospect Capital Resources Limited for a total aggregate consideration of HK\$69,888,000 be and are hereby approved, ratified and confirmed; and the board of directors of the Company (the “**Board**”) be and is hereby generally and unconditionally authorised to do all such acts and things and execute all such documents as it considers necessary or expedient or desirable in connection with or to give effect to the Agreement and to implement the transactions contemplated thereunder pursuant to the terms and conditions of the Agreement and to agree to such variation, amendments or waivers of matters relating thereto as are, in the opinion of the Board, in the interests of the Company.”

By Order of the Board
QUALI-SMART HOLDINGS LIMITED
Cheung Chung Yee, Fendi
Company Secretary

Hong Kong, 6 January 2014

* *For identification purpose only*

Notes:

- 1 A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his/her behalf. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not be a member of the Company.
- 2 The form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority shall be delivered to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the Meeting or any adjourned meeting.
- 3 Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, at the Meeting in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- 4 Delivery of the form of proxy shall not preclude a member from attending and voting in person at the Meeting and in such event, the form of proxy shall be deemed to be revoked.
- 5 The register of members of the Company will be closed from Monday, 20 January 2014 to Wednesday, 22 January 2014, both days inclusive, during which period no transfer of Shares will be effected. In order to ascertain the right to attend the Meeting, all share transfers, accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 26th Floor Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 17 January 2014.
- 6 A circular containing important information concerning the ordinary resolution, as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, will be despatched to shareholders of the Company.

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.