

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Quali-Smart Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

---

## **QUALI-SMART HOLDINGS LIMITED**

**滙達富控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1348)**

### **GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening the annual general meeting of Quali-Smart Holdings Limited (the “Company”) to be held at Unit 101, First Commercial Building, 33–35 Leighton Road, Causeway Bay, Hong Kong on Friday, 23 August 2013 at 10:00 a.m. (the “AGM”) is set out on pages 14 to 17 of this circular.

Whether or not you are able to attend and vote at the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it 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 as soon as possible and in any event no later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

\* *For identification purpose only*

# CONTENTS

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b>	
Introduction .....	3
General Mandates .....	4
Explanatory Statement .....	4
Re-election of Directors .....	5
Annual General Meeting .....	5
Voting by Poll .....	5
Responsibility Statement .....	5
Recommendation .....	6
<b>APPENDIX I — EXPLANATORY STATEMENT</b> .....	7
<b>APPENDIX II — BIOGRAPHIES OF RETIRING DIRECTORS PROPOSED                   TO BE RE-ELECTED</b> .....	10
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	14

## DEFINITIONS

*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“AGM”	the annual general meeting of the Company to be held at Unit 101, First Commercial Building, 33–35 Leighton Road, Causeway Bay, Hong Kong on Friday, 23 August 2013 at 10:00 a.m.
“Articles of Association”	the articles of association of the Company
“associate”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors of the Company
“Capitalisation Issue”	the allotment and issuance of 80,000,000 Shares by way of capitalization of a sum of US\$8,000 standing to the credit of the share premium account of the Company under the terms and conditions set out in the prospectus of the Company dated 11 January 2013
“Company”	Quali-Smart Holdings Limited (stock code: 1348)
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Directors”	the directors of the Company
“Listing Date”	23 January 2013, the date on which dealings in the Shares commenced on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Global Offering”	the Hong Kong public offering and the international placing set out in the prospectus of the Company dated 11 January 2013
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong Dollars, the lawful currency of the HKSAR
“Hong Kong” or “HKSAR”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	9 July 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information disclosed herein

## DEFINITIONS

“Repurchase Mandate”	the general mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing resolution no. 9 set out in the notice convening the AGM
“Share Options”	share options granted pursuant to the Share Option Scheme
“Share Option Scheme”	the share option scheme of the Company adopted by a resolution in writing passed by the Shareholders on 3 January 2013
“Shareholder(s)”	holder(s) of Shares
“Shares”	the ordinary shares of US\$0.0001 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“US\$”	United States Dollars, the lawful currency of the United States of America
“%”	per cent

**LETTER FROM THE BOARD**

**QUALI-SMART HOLDINGS LIMITED**

**滙達富控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1348)**

*Executive Directors:*

Lau Ho Ming, Peter (*Chief Executive Officer*)

Poon Pak Ki, Eric

Ng Kam Seng

*Non-Executive Director:*

Li Man Yee, Stella (*Chairperson*)

Chu Sheng Yu, Lawrence

*Independent Non-Executive Directors:*

Leung Po Wing Bowen Joseph *GBS, JP*

Chan Siu Wing, Raymond

Chu, Raymond

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Principal Place of Business  
in Hong Kong:*

Workshop 3 on 19th Floor

Cheung Tat Centre

No. 18 Cheung Lee Street

Chaiwan

Hong Kong

15 July 2013

*To the shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM to (a) grant to the Directors general mandates to issue and repurchase Shares of the Company and (b) re-elect the retiring Directors.

\* For identification purpose only

## LETTER FROM THE BOARD

### GENERAL MANDATES

By resolutions in writing of all Shareholders passed on 3 January 2013, general unconditional mandates were given to the Directors to:

- (i) allot, issue and deal with Shares with an aggregate nominal amount of not exceeding the sum of (a) 20% of the aggregate nominal amount of the share capital of the Company in issue immediately following completion of the Global Offering and the Capitalisation Issue; and (b) the nominal amount of the share capital of the Company which may be purchased by the Company pursuant to the authority granted to the Directors as referred to in sub-paragraph (ii) below;
- (ii) exercise all powers of the Company to purchase Shares with an aggregate nominal amount of not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue immediately following completion of the Global Offering and the Capitalisation Issue; and
- (iii) extend the general mandate as mentioned in sub-paragraph (i) above by the amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the general mandate as mentioned in sub-paragraph (ii) above.

The above general mandates will lapse at the conclusion of the AGM. It is therefore proposed to seek your approval to renew these general mandates by way of ordinary resolutions at the AGM.

The relevant resolutions are set out as resolutions nos. 8 to 10 in the notice of the AGM. The general mandates, if refreshed in the AGM, will be valid up to: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law to be held; or (c) the revocation or variation of these resolutions by an ordinary resolution of the Shareholders in general meeting, whichever occurs first.

As at the Latest Practicable Date, the issued share capital of the Company comprised 240,000,000 Shares of US\$0.0001 each.

Subject to the passing of resolution no. 8 in relation to the general mandate to issue additional Shares and on the assumption that no further Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the general mandate to issue a maximum of 48,000,000 Shares, representing 20% of issued share capital as at the Latest Practicable Date.

### EXPLANATORY STATEMENT

The explanatory statement, required by the Listing Rules to be sent to Shareholders in connection with the Repurchase Mandate, is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate at the AGM.

## **LETTER FROM THE BOARD**

### **RE-ELECTION OF DIRECTORS**

In accordance with Article 84 of the Articles of Association, the Directors retiring by rotation at the AGM are Messrs. Lau Ho Ming, Peter, Poon Pak Ki, Eric and Chan Siu Wing, Raymond, who, being eligible, offer themselves for re-election.

In accordance with Article 83(3) of the Articles of Association, Mr. Chu Sheng Yu, Lawrence was appointed as a non-executive Director with effect from 22 June 2013 and he shall hold office until the AGM, being eligible, offer himself for re-election.

Save for the information set out in this circular and as far as the Board is aware, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor any other matters that need to be brought to the attention of the Shareholders in connection with their appointment.

The biographical information of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### **ANNUAL GENERAL MEETING**

A notice of the AGM is set out on pages 14 to 17 of this circular.

A form of proxy for the AGM is enclosed. Whether or not you are able to attend and vote at the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it 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 as soon as possible and in any event no later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

### **VOTING BY POLL**

All the resolutions set out in the notice of the AGM would be decided by poll in accordance with the Listing Rules. The chairman of the AGM would explain the detailed procedures for conducting a poll at the commencement of the AGM.

The poll results will be published on the Company's website at [www.quali-smart.com.hk](http://www.quali-smart.com.hk) and the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) after the conclusion of the AGM.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

## LETTER FROM THE BOARD

### RECOMMENDATION

The Directors, including the independent non-executive Directors, are of the opinion that the proposals referred to above are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,  
For and on behalf of  
**Quali-Smart Holdings Limited**  
**Lau Ho Ming, Peter**  
*Executive Director and  
Chief Executive Officer*



This explanatory statement contains all the information required pursuant to the Listing Rules to be given to Shareholders to enable them to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate.

### **1. SHARE CAPITAL OF THE COMPANY**

As at the Latest Practicable Date, the issued share capital of the Company comprised 240,000,000 Shares of US\$0.0001 each.

Subject to the passing of the resolution in relation to the Repurchase Mandate and on the assumption that no further Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 24,000,000 Shares, representing 10% of issued share capital as at the Latest Practicable Date.

### **2. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and Shareholders to have a general authority from Shareholders to enable the Directors to repurchase Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

### **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum and articles of association of the Company and the applicable laws and regulations of the Cayman Islands.

If the Repurchase Mandate is exercised in full, there might be a material adverse effect on the working capital or gearing position of the Group as compared with the position disclosed in the audited consolidated financial statements for the year ended 31 March 2013. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or gearing levels of the Group which in the opinion of the Directors are from time to time appropriate for the Group unless the Directors determine that such repurchases are, taking into account of all relevant factors, in the best interests of the Company and its Shareholders.

### **4. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

### **5. CONNECTED PERSONS AND ASSOCIATES**

As at the Latest Practicable Date, none of the Directors, nor to the best of their knowledge having made all reasonable enquiries, any of their associates has a present intention to sell Shares to the Company under the Repurchase Mandate if the Repurchase Mandate is approved by Shareholders.

As at the Latest Practicable Date, no connected person has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by Shareholders.

#### 6. SHARE REPURCHASES MADE BY THE COMPANY

The Company has not repurchased any Shares during the period from the Listing Date to the Latest Practicable Date.

#### 7. SHARE PRICES

The highest and lowest prices at which Shares have been traded on the Main Board of the Stock Exchange for the period from the Listing Date to the Latest Practicable Date are as follows:

Year	Month	Highest	Lowest
		Traded Price (HK\$)	Traded Price (HK\$)
2013	January (from Listing Date)	2.07	1.34
	February	1.33	0.97
	March	1.17	0.84
	April	0.93	0.73
	May	0.77	0.68
	June	0.77	0.60
	July (up to Latest Practicable Date)	0.75	0.60

#### 8. EFFECT OF TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could, depending on the level of increase in shareholding interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, so far as the Directors are aware, Smart Investor Holdings Limited and Silver Pointer Limited were interested in 115,920,000 Shares and 54,000,000 Shares respectively, representing approximately 48.3% and 22.5% respectively of voting rights attaching to the issued ordinary share capital of the Company.

Mr. Lau Ho Ming, Peter and his spouse, Madam Li Man Yee, Stella, are interested as to 67.4% and 32.6% in Smart Investor Holdings Limited respectively. Accordingly Mr. Lau and Madam Li are deemed to be interested in the 115,920,000 Shares held by Smart Investor Holdings Limited.

Shikumen Special Situations Fund is 100% interested in Silver Pointer Limited. Shikumen Capital Management (HK) Limited is the investment manager of Shikumen Special Situations Fund and the sole voting member of Shikumen Special Situations Fund and controls 100% of the voting rights of Shikumen Special Situations Fund. Shikumen Capital Management (HK) Limited is wholly owned by

Crosby Capital Limited. By virtue of the provisions of Part XV of the Securities and Futures Ordinance, each of Shikuman Special Situations Fund, Shikumen Capital Management (HK) Limited and Crosby Capital Limited is interested in the 54,000,000 Shares held by Silver Pointer Limited.

In the event that the Company exercises the Repurchase Mandate in full, the shareholdings of Smart Investor Holdings Limited and Silver Pointer Limited in the Company will be increased to approximately 53.7% and 25.0% respectively. Accordingly, Smart Investor Holdings Limited will be required under the Takeovers Code to make an offer for all the issued securities of the Company pursuant to such increase. However, the Directors have no present intention to exercise the Repurchase mandate to such extent so as to result in triggering takeover obligation or the public holding of Shares would be reduced below 25% of the issued share capital of the Company.

Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

**Lau Ho Ming, Peter**

Mr. Lau Ho Ming, Peter, aged 58, was appointed as a Director on 14 March 2012 and is the chief executive officer and one of the co-founders of the Group. He is also a director of the following subsidiaries of the Company: Turbo Gain Investments Limited, New Splendid Developments Limited, Next Horizon Holdings Limited, Qualiman Industrial Co. Limited (“Qualiman Industrial”), Qualiman Technology & Products Co. Limited, Sunmart Company Limited and 佛山市南海浩達精密玩具有限公司 (Foshan Nanhai Haoda Precision Toys Co., Ltd\*). Mr. Lau is responsible for formulating the overall business development strategies, management team development and daily operations of the Group. Mr. Lau founded Qualiman Industrial in 1996, Qualiman Technology in 2000. Mr. Lau is the husband of Madam Li Man Yee, Stella, the non-executive Director and Chairperson.

Mr. Lau has experience of 34 years in the toy manufacturing industry. He was a director of Jetta-Victory Toys and Gifts Company Limited (formerly known as Power Victory Limited) from December 1988 to November 1992. He worked in Mattel Toys (HK) Ltd. from August 1978 to June 1988 and his final position in Mattel Toys (HK) Ltd. was director of manufacturing. Mr. Lau obtained the 1984 President’s Award for innovative performance from Mattel Inc. during his service in Mattel Toys (HK) Ltd.

Mr. Lau obtained his Bachelor’s degree of Science in Engineering from the University of Hong Kong in November 1978 and Master’s degree of Business Administration from the University of East Asia, Macau in February 1988. Mr. Lau has been the vice president of The Toys Manufacturers’ Association of Hong Kong since 2008. Mr. Lau was the advisor for 佛山市南海區玩具行業協會第二屆理事會 (The Second Council of the Toy Industry Association in Nanhai District, Foshan City\*) in November 2007. Mr. Lau obtained an award from Guangdong government on his contribution to economic development in October, 1996 and obtained an 傑出企業家 (outstanding entrepreneur\*) award from 中國玩具協會 (China Toys Association\*) in October 2006. Mr. Lau donated a Peter H. M. Lau Industrial Scholarship to the Department of Industrial and Manufacturing Systems Engineering, Faculty of Engineering in the University of Hong Kong to award final year undergraduate students having excellent performances in projects related to industrial and logistic services.

Mr. Lau had been a director of EMC Toys Company Limited (“EMC Toys”) and Qualiman Electronic Co. Limited (“Qualiman Electronic”), both were private companies incorporated in Hong Kong. EMC Toys and Qualiman Electronic were dissolved by deregistration pursuant to Section 291AA of the Companies Ordinance on 22 June 2007 and 10 May 2002 respectively. Prior to being dissolved by deregistration, EMC Toys was principally engaged in investment holding and had become defunct and ceased business and Qualiman Electronic had never commenced business. Mr. Lau confirmed that each of EMC Toys and Qualiman Electronic was solvent at the time of it being dissolved by deregistration.

A service agreement in respect of Mr. Lau’s directorship was entered into with an initial period term of 3 years subject to renewal and retirement by rotation at least once every three years, pursuant to the Articles of Association. He is entitled to a monthly salary of HK\$73,000 and a residential apartment as his quarter. He is also entitled to participate in the Company’s pension scheme and discretionary bonus. His remuneration is determined with reference to his duties and responsibilities with the Company and the prevailing comparable compensations in the market.

\* English translation is for identification purpose only

At the Latest Practicable Date, Mr. Lau was interested in 115,920,000 Shares, representing 48.3% of the total issued share capital of the Company, through his corporate interest of 67.4% in Smart Investor Holdings Limited, a substantial shareholder of the Company.

Except as otherwise disclosed herein, Mr. Lau has not held any other directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas and he does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company or any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

#### **Poon Pak Ki, Eric**

Mr. Poon Pak Ki, Eric, aged 46, was appointed as an executive Director on 3 January 2013. He is responsible for the financial and accounting matters and general administration in the Group. Prior to joining the Group in November 1996, Mr. Poon worked for an audit firm as audit clerk from February 1987 to May 1990. He also has experience of 5 years in accounting and administration for a toy manufacturing company. Mr. Poon obtained his Bachelor's Degree in Accountancy from the Bolton Institute of Higher Education (now known as University of Bolton) in August 2004.

A service agreement in respect of Mr. Poon's directorship was entered into with an initial period term of 3 years subject to renewal and retirement by rotation at least once every three years, pursuant to the Articles of Association. He is entitled to a monthly salary of HK\$68,000. He is also entitled to participate in the Company's pension scheme and discretionary bonus. His remuneration is determined with reference to his duties and responsibilities with the Company and the prevailing comparable compensations in the market.

Except as otherwise disclosed herein, Mr. Poon has not held any other directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas and does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company or any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

#### **Chan Siu Wing, Raymond**

Mr. Chan Siu Wing, Raymond, aged 48, was appointed as an independent non-executive Director on 3 January 2013. His role as an independent non-executive Director took effect on 5 January 2013. Mr. Chan currently holds the position of independent non-executive director of each of Phoenitron Holdings Limited (stock code: 8066), a company of which shares are listed on the Growth Enterprise Market of the Stock Exchange, and China Flooring Holding Company Limited (stock code: 2083), a company of which shares are listed on the Main Board of the Stock Exchange. Mr. Chan currently is also an executive director of ENM Holdings Limited (stock code: 128), a company listed on the Main Board of the Stock Exchange.

Mr. Chan has experience of over 20 years in the field of accounting, taxation, finance and trust. Mr. Chan worked as the group chief operating officer of Chinachem Group from November 2008 to August 2011. Prior to that, Mr. Chan was the financial controller and company secretary of Hua Xia Healthcare Holdings Limited (stock code: 8143), a company of which shares are listed on the Growth

Enterprise Market of the Stock Exchange, from June 2005 to August 2008. Mr. Chan worked as a general manager of Asiatic Trust Hong Kong Limited from June 2003 to September 2004. He was employed as a consultant of International Taxation Advisory Services Limited from August 1992 to December 2002.

Mr. Chan obtained a Bachelor's degree of Economics from the University of Sydney in April 1986. Mr. Chan is a certified public accountant of the Hong Kong Institute of Certified Public Accountants, a certified practicing accountant of the Australian Society of Certified Practising Accountants, and a member of the Macau Society of Certified Practising Accountants. For the period from September 2008 to November 2010, Mr. Chan was an independent non-executive director of Pan Asia Mining Limited (formerly known as Intelli-Media Group (Holdings) Limited) (stock code: 8173), a company listed on the Growth Enterprise Market of the Stock Exchange. Mr. Chan was also an independent non-executive director of Orient Energy and Logistics Holdings Limited, a company of which shares are listed on the Frankfurt Stock Exchange, from June 2011 to September 2011.

A letter of appointment in respect of Mr. Chan's directorship was entered into for a fixed term of 1 year subject to renewal and retirement by rotation at least once every three years, pursuant to the Articles of Association. He is entitled to a fee of HK\$180,000 per annum which is determined with reference to his duties and responsibilities with the Company and the prevailing comparable compensations in the market.

Except as otherwise disclosed herein, Mr. Chan has not held any other directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas and does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company or any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

### **Chu Sheng Yu, Lawrence**

Mr. Chu Sheng Yu, Lawrence, aged 33, was appointed as a non-executive Director with effect from 22 June 2013. He is also a member of the corporate governance committee of the Board. He is currently the managing director of BlackPine Private Equity Partners, a member of the board of directors of AMTD Asia (Holdings) Limited and a principal of Shikumen Capital Management (HK) Limited, which is deemed to be a substantial shareholder of the Company interested in the 54,000,000 Shares held by Silver Pointer Limited. Mr. Chu is an experienced investment management professional and previously worked as a portfolio manager in UBS O'Connor in Hong Kong. Prior to UBS O'Connor, Mr. Chu was a strategy executive in the Chairman's office of EMI. Mr. Chu began his career at UBS Warburg in the technology and merger and acquisitions investment banking groups in London and Hong Kong. Mr. Chu graduated from University of Chicago with a Bachelor of Arts in Economics. He also serves on the board of governors of the Chinese International School of Hong Kong.

A letter of appointment in respect of his directorship was entered into for a fixed term of 1 year subject to renewal and retirement by rotation at least once every three years, pursuant to the Articles of Association. Mr. Chu is entitled to a fee of HK\$180,000 per annum which is determined with reference to his duties and responsibilities with the Company and the prevailing comparable compensations in the market.

Except as otherwise disclosed herein, Mr. Chu has not held any other directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas and does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company or any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

**NOTICE OF ANNUAL GENERAL MEETING**

**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 IS HEREBY GIVEN** that the annual general 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 Friday, 23 August 2013 at 10:00 a.m. for the following purposes:

1. To consider and adopt the audited consolidated financial statements and the Reports of the Directors and Auditor for the year ended 31 March 2013;
2. To re-elect Mr. Lau Ho Ming, Peter as an executive director of the Company;
3. To re-elect Mr. Poon Pak Ki, Eric as an executive director of the Company;
4. To re-elect Mr. Chan Siu Wing, Raymond as an independent non-executive director of the Company;
5. To re-elect Mr. Chu Sheng Yu, Lawrence as a non-executive director of the Company;
6. To authorize the board (“Board”) of directors (“Directors”) of the Company to fix their remuneration;
7. To re-appoint BDO Limited as the auditor of the Company and to authorize the Board to fix its remuneration;
8. To consider and, if thought fit, pass with or without amendments the following resolution:

**“THAT:**

- (A) subject to paragraph (C) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company, and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (C) the aggregate nominal amount of the share capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (A) above, otherwise than pursuant to (i) a Rights Issue (as defined below), (ii) the exercise of Share Options granted under the Share Options Scheme, and (iii) any scrip dividend

\* For identification purpose only



## NOTICE OF ANNUAL GENERAL MEETING

scheme or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the articles of association of the Company from time to time, shall not exceed 20% of the aggregate nominal value of the share capital of the Company in issue at the date of passing of this resolution and the approval in paragraph (A) shall be limited accordingly;

- (D) the approval in paragraph (A) above shall be additional to the authority given to the Directors at any time to allot and issue additional shares in the capital of the Company; and
- (E) for the purposes of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors made to the holders of the shares on the Register of Members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, or in any territory outside, Hong Kong).”

9. To consider and, if thought fit, pass with or without amendments the following resolution:

**“THAT:**

- (A) subject to paragraph (C) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, rules and regulations of the Stock Exchange or any other stock exchange, be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) above shall authorise the Directors to procure the Company to repurchase the shares in the Company at such prices as the Directors may at their discretion determine;

## NOTICE OF ANNUAL GENERAL MEETING

- (C) the aggregate nominal amount of the shares in the Company to be repurchased by the Company pursuant to the approval in paragraph (A) above during the Relevant Period shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue at the date of passing of this resolution and the approval in paragraph (A) above shall be limited accordingly; and
- (D) for the purposes of this resolution, “Relevant Period” means the period from the date of passing of this resolution until the earliest of:
- (i) the conclusion of the next annual general meeting of the Company; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law to be held; or
  - (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
10. To consider and, if thought fit, pass with or without amendments the following resolution:

“**THAT**, conditional upon the passing of resolution no. 8 and 9 the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional shares in the capital of the Company under resolution no. 8 be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate, of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 9.”

By order of the Board  
**Quali-Smart Holdings Limited**  
**Cheung Chung Yee, Fendi**  
*Company Secretary*

Hong Kong, 15 July 2013

*As at the date of this notice, the Board comprises Mr. Lau Ho Ming, Peter (Chief Executive Officer), Mr. Poon Pak Ki, Eric and Mr. Ng Kam Seng as executive Directors; Madam Li Man Yee, Stella (Chairperson) 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.*

## NOTICE OF ANNUAL GENERAL MEETING

*Notes:*

- 1 A member entitled to attend and vote at the above 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 and vote on his 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 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 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 20 August 2013 to 23 August 2013, 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 19 August 2013.
- 6 A circular containing important information concerning the resolutions, 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.