

Quali-Smart Holdings Limited (“Company”)

滙達富控股有限公司*

Procedures for nomination of directors

Introduction

Shareholder(s) of the Company (each a “**Shareholder**”) may nominate person(s), other than a retiring director of the Company (“**Director**”) and the Shareholder himself/herself, to be appointed as a Director (“**Proposed Director**”). Details of the procedures for Shareholders to propose a person for election as a Director at a general meeting (either an annual general meeting or extraordinary general meeting) of the Company (“**Meeting**”) are set out below.

Qualification

Qualification of the Shareholder: an existing Shareholder entitled to attend and vote at the Meeting

Qualification of the Proposed Director:

- (i) has attained the age of 18 years;
- (ii) should possess the necessary work experience and qualification considered fit by the nomination committee of the board of Directors (“**Nomination Committee**”); and
- (iii) should not be prohibited by law from being a director.

Procedures

1. Submit a **written notice** duly signed by the nominating Shareholder(s), together with the Proposed Director’s CV with contact details, a written record of Proposed Director’s willingness to be elected, copy of identification documents, information and other details (including but not limited to details as required by Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong or other applicable rules) of the Proposed Director, to the Company to the following address:

Company Secretary
Quali-Smart Holdings Limited
Workshop C
19th Floor of TML Tower
No.3 Hoi Shing Road, Tsuen Wan
New Territories, Hong Kong

*Note: The period for lodgment of such **written notice** shall commence no earlier than the day after the despatch of the notice of the Meeting and end no later than seven (7) days prior to the date of the Meeting. If such **written notice** is received less than 12 business days prior to the Meeting, the Company may need to consider the adjournment of such Meeting in order to allow Shareholders 10 business days notice of such proposal.*

2. Acknowledgement of receipt of the **written notice** will be provided by the Company.
3. The Nomination Committee will review and consider if the Proposed Director is appropriate to be appointed as a Director.
 - 3.1 If the Proposed Director is considered appropriate, the resolution for the appointment of the Proposed Director will be inserted to the agenda of the Meeting or any adjournment thereof and an announcement in relation such general meeting will be issued by the Company.
 - 3.2 If the Proposed Director is considered not appropriate, written notice with reasons will be given to the nominating Shareholder(s).

Hong Kong, August 2014

** For identification purpose only*