

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.

QUALI-SMART HOLDINGS LIMITED

滙達富控股有限公司 *

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1348)

**(1) CHANGE OF DIRECTORS;
(2) CHANGE IN COMPOSITION OF BOARD COMMITTEES;
(3) CHANGE OF CHAIRMAN OF THE BOARD;
AND
(4) CHANGE IN AUTHORISED REPRESENTATIVE OF THE
COMPANY UNDER THE LISTING RULES**

The Board hereby announces that, with effect from 30 January 2026:

1. Mr. Poon Pak Ki, Eric has resigned as the chairman of the Board, and a member of each of the Remuneration Committee, the Nomination Committee and the Corporate Governance Committee and an authorised representative of the Company under the Listing Rules;
2. Mr. Hau Yiu Por has resigned as an executive Director;
3. Ms. Tang Yuen Ching, Irene has resigned as an executive Director and a member of the Corporate Governance Committee;
4. Mr. Leung Po Wing, Bowen Joseph has resigned as an independent non-executive Director, the chairman of each of the Remuneration Committee and the Nomination Committee and a member of the Audit Committee;
5. Mr. Chan Siu Wing, Raymond has resigned as an independent non-executive Director and the chairman of each of the Audit Committee and the Corporate Governance Committee and a member of each of the Remuneration Committee and the Nomination Committee;

6. Mr. Wong Wah On, Edward has resigned as an independent non-executive Director and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee;
7. Ms. Yeung Wai Ling has resigned as an independent non-executive Director and a member of the Nomination Committee;
8. Mr. Liu Chong has been appointed as an executive Director, the chairman of the Board, the chairman of each of the Nomination Committee and the Corporate Governance Committee, a member of the Remuneration Committee and an authorised representative of the Company under the Listing Rules;
9. Ms. Lin Binger has been appointed as independent non-executive Director, and a member of each of the Audit Committee, the Corporate Governance Committee, the Nomination Committee and the Remuneration Committee;
10. Ms. Chin Ying Ying has been appointed as independent non-executive Director, the chairlady of the Audit Committee, and a member of each of the Nomination Committee, the Remuneration Committee and the Corporate Governance Committee; and
11. Mr. Huang Chaokai has been appointed as independent non-executive Director, the chairman of the Remuneration Committee and a member of each of the Audit Committee, the Nomination Committee and the Corporate Governance Committee.

Reference is made to the composite document dated 8 January 2026 (the “**Composite Document**”) jointly issued by Quali-Smart Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) and Yael Capital Management Limited (the “**Offeror**”) in relation to, among other things, the mandatory unconditional cash offer by Cinda International Capital Limited And Rainbow Capital (HK) Limited for and on behalf of the Offeror to acquire all the issued shares of the Company, and to cancel all outstanding options of the Company other than those already owned and/or agreed to be acquired by the Offeror and parties acting in concert with it.

Capitalised terms used herein shall have the same meanings as those defined in the Composite Document unless the context requires otherwise.

CHANGE OF DIRECTORS

Resignation of Directors

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company hereby announces that, with effect from 30 January 2026:

1. Mr. Hau Yiu Por (“**Mr. Hau**”) has resigned as an executive Director;
2. Ms. Tang Yuen Ching, Irene (“**Ms. Tang**”) has resigned as an executive Director;
3. Mr. Leung Po Wing, Bowen Joseph (“**Mr. Leung**”) has resigned as an independent non-executive Director;
4. Mr. Chan Siu Wing, Raymond (“**Mr. Chan**”) has resigned as an independent non-executive Director;
5. Mr. Wong Wah On, Edward (“**Mr. Wong**”) has resigned as an independent non-executive Director; and
6. Ms. Yeung Wai Ling (“**Ms. Yeung**”) has resigned as an independent non-executive Director.

The resignation of the aforesaid Directors (collectively, the “**Outgoing Directors**”) was due to the change in control of the Company after completion of the sale and purchase of the Sale Shares pursuant to the Sale and Purchase Agreement and the wishes of the Outgoing Directors to devote more time to their other commitments. Each of the Outgoing Directors has confirmed that he/she has no disagreement with the Board and there is no matter relating to his/her resignation that needs to be brought to the attention of the Shareholders, the Stock Exchange or other regulatory authorities. The Board would like to take this opportunity to express its appreciation to the Outgoing Directors for their invaluable contribution to the Group during their tenure of office.

Subsequent to Ms. Tang’s resignation as executive director, she will remain as the company secretary of the Company, an authorised representative of the Company under the rules governing the Listing of Securities (the “**Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Authorised Representative**”), and the authorized representative of the Company under Part 16 of the Companies Ordinance.

Appointment of Directors

The Board further announces that, with effect from 30 January 2026:

- (i) Mr. Liu Chong has been appointed as an executive Director and the chairman of the Board; and
- (ii) each of Ms. Lin Binger, Ms. Chin Ying Ying and Mr. Huang Chaokai has been appointed as an independent non-executive Director.

The biographical details of the abovementioned new Directors (collectively, the “**New Directors**”) are set out below:

Executive Director

Mr. Liu Chong (“**Mr. Liu**”), aged 31, is the sole beneficial owner and sole director of the Offeror. He graduated from Imperial College London with a bachelor’s and master’s degree in materials science and engineering. Mr. Liu has been the sole shareholder of the Offeror since 2021. Over the past years, Mr. Liu has been mostly involved in investments in companies in Hong Kong and the PRC, from angel investments to pre-IPO investments. The investment focus of Mr. Liu was mainly in companies involved in innovative technologies, such as biotechnology companies, AI companies and agricultural related technology companies.

Mr. Liu has entered into an engagement letter with the Company for an initial term of 2 years, commencing on 30 January 2026. Mr. Liu shall hold office until the first general meeting of the Company after his appointment and shall be subject to retirement and re-election at such meeting in accordance with the articles of association (the “**Articles**”) of the Company. The Board and the Remuneration Committee have determined an annual emolument of HK\$600,000 for Mr. Liu, with reference to his contribution, experience, duties and responsibilities, the Company’s remuneration policy, the prevailing market conditions and recommendations of the Remuneration Committee. The remuneration package will be subject to annual review by the Remuneration Committee and the Board from time to time with reference to his responsibility and performance.

Independent non-executive Directors

Ms. Chin Ying Ying (“**Ms. Chin**”), aged 38, graduated from The Hong Kong Polytechnic University in 2009 with a Bachelor degree of Business Administration in Accountancy with First-class Honours. She is a fellow member of the Hong Kong Institute of Certified Public Accountants and a Certified Internal Auditor of The Institute of Internal Auditors. She is also a Certified Environmental, Social and Governance Analyst awarded by the European Federation of Financial Analyst Societies. Ms. Chin has more than 15 years experiences in accounting, internal audit and corporate secretarial related matters. She has been a director of PBP Limited (必信商業夥伴有限公司), a licensed Trust or Company Service Provider (TCSP), since June 2023. She is also the company secretary of DL Holdings Group Limited (德林控股集團有限公司) (stock code: 1709), Summi (Group) Holdings Limited (森美(集團)控股有限公司) (stock code: 756) and Solis Holdings Limited (守益控股有限公司) (stock code: 2227). Ms. Chin worked in Roma (meta) Group Limited (羅馬(元宇宙)集團有限公司) (stock code: 8072) as the head of strategy and corporate planning and internal auditor from November 2021 to March 2023 and February 2017 to October 2021 respectively. Ms. Chin has also been an independent non-executive director of China Energy Development Holdings Limited (stock code: 228) since December 2024.

Ms. Lin Binger (“Ms. Lin”), aged 29, obtained a Bachelor of Laws (Honours) degree from the University of Edinburgh in July 2019. She obtained her Legal Professional Qualification of the People’s Republic of China (“**PRC**”) in 2024. She is also a member of the International Bar Association and the Society of Trust and Estate Practitioners (STEP). Ms. Lin has experience in corporate legal management and the PRC Law. From August 2020 to February 2021, she worked in the banking business department of the Shenzhen Branch of China Construction Bank Corporation* (中國建設銀行股份有限公司深圳分行). Since 2024, Ms. Lin has been a lawyer at Beijing Dacheng (Shenzhen) Law Offices* (北京大成(深圳)律師事務所).

Mr. Huang Chaokai (“Mr. Huang”), aged 37, has experience in corporate management, aviation and financial services. From July 2012 to April 2014, he served as assistant to the director of China Southern Power Grid E-commerce Co., Ltd.* (中國南方電網財務有限公司). From April 2014 to July 2015, he served as assistant to the chairman of Guangdong Chuangao Construction Engineering Co., Ltd.* (廣東創茂建設工程有限公司). Since July 2015, he has served as the president of Qiaoxin Holdings (Group) Co., Ltd.* (僑信控股(集團)有限公司). Since August 2016, he has also served as a director of Hunan Airlines Co., Ltd.* (湖南航空股份有限公司). Mr. Huang obtained a master’s degree in International Accounting and Financial Management from the University of Glasgow, in December 2011, and a First Class Honours Bachelor’s degree in Finance and Accounting from the University of Central Lancashire in June 2010.

Each of Ms. Chin, Ms. Lin and Mr. Huang has entered into a letter of appointment with the Company for an initial term of 2 years, commencing on 30 January 2026. Ms. Chin, Ms. Lin and Mr. Huang shall hold office until the first general meeting of the Company after their appointment and shall be subject to retirement and re-election at such meeting in accordance with the Articles. The Board and the Remuneration Committee have determined an annual emolument of HK\$180,000 for Ms. Chin, and HK\$120,000 for each of Ms. Lin and Mr. Huang, with reference to his/her contribution, experience, duties and responsibilities, the Company's remuneration policy, the prevailing market conditions and recommendations of the Remuneration Committee. The remuneration package will be subject to annual review by the Remuneration Committee and the Board from time to time with reference to his/her responsibility and performance.

Save as disclosed in this announcement, as at the date of this announcement, each of Ms. Lin, Ms. Chin and Mr. Huang has confirmed that he/she (i) does not hold any position in the Company or other members of the Group; (ii) does not hold any directorship in any public companies, the securities of which are listed in Hong Kong or overseas, in the last three years preceding the date of this announcement; (iii) is not interested in and did not have any interest in any Shares or underlying Shares or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO; and (iv) is not connected and had no relationship with any Directors, senior management, substantial shareholders of the Company (as defined in the Listing Rules) or controlling shareholders of the Company (as defined in the Listing Rules).

Each of Ms. Lin, Ms. Chin and Mr. Huang has confirmed that (i) they have satisfied all the criteria for independence set out in Rule 3.13(8)(a) to (c) of the Listing Rules; (ii) they had no past or present financial or other interest in the business of the Group or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect their independence at the time of their appointment.

As at the date of this announcement, save as disclosed above, each of Mr. Liu, Ms. Lin, Ms. Chin and Mr. Huang has confirmed that (i) there is no other information which is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on Stock Exchange; and (ii) there is no other matter that needs to be brought to the attention of holders of securities of the Company in relation to their appointments.

The Board would like to extend its warmest welcome to the New Directors on the new appointments.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board announces that, with effect from 30 January 2026, the composition of the committees of the Board has been changed as follows:

Audit Committee

Mr. Chan has resigned as the chairman of the audit committee of the Board (the “**Audit Committee**”). Mr. Leung and Mr. Wong have resigned as members of the Audit Committee.

Ms. Chin has been appointed as the chairlady of the Audit Committee, and Ms. Lin and Mr. Huang have been appointed as members of the Audit Committee.

Remuneration Committee

Mr. Leung has resigned as the chairman of the remuneration committee of the Board (the “**Remuneration Committee**”). Mr. Chan, Mr. Wong and Mr. Poon Pak Ki, Eric (“**Mr. Poon**”) have resigned as members of the Remuneration Committee.

Mr. Huang has been appointed as the chairman of the Remuneration Committee, and Mr. Liu, Ms. Lin and Ms. Chin have been appointed as members of the Remuneration Committee.

Nomination Committee

Mr. Leung has resigned as the chairman of the nomination committee of the Board (the “**Nomination Committee**”). Mr. Chan, Mr. Wong, Mr. Poon and Ms. Yeung have resigned as members of the Nomination Committee

Mr. Liu has been appointed as the chairman of the Nomination Committee, and Ms. Lin, Ms. Chin and Mr. Huang have been appointed as members of the Nomination Committee.

Corporate Governance Committee

Mr. Chan has resigned as the chairman of the corporate governance committee of the Board (the “**Corporate Governance Committee**”). Mr. Poon and Ms. Tang have resigned as members of the Corporate Governance Committee.

Mr. Liu has been appointed as the chairman of the Corporate Governance Committee, and Ms. Lin, Ms. Chin and Mr. Huang have been appointed as members of the Corporate Governance Committee.

CHANGE OF AUTHORISED REPRESENTATIVE UNDER THE LISTING RULES

The Board announces that, with effect from 30 January 2026, Mr. Poon has resigned as an Authorised Representative. Mr. Poon has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders, the Stock Exchange or other regulatory authorities.

The Board further announces that Mr. Liu has been appointed as the Authorised Representative with effect from 30 January 2026.

By order of the Board
Quali-Smart Holdings Limited
Mr. Liu Chong
Chairman and executive Director

Hong Kong, 30 January 2026

As at the date of this joint announcement, the Board comprises Mr. Liu Chong (Chairman) and Mr. Poon Pak Ki Eric as executive Directors; and Ms. Lin Binger, Ms. Chin Ying Ying and Mr. Huang Chaokei as independent non-executive Directors.

* *For identification purposes only*