**Monthly Return of Equity Issuer on Movements in Securities**

**For the month ended (dd/mm/yyyy) :**      __30/11/2017__

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer          Quali-Smart Holdings Limited

Date Submitted          04/12/2017

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code :   1348        Description :     Ordinary shares

|  | No. of ordinary shares | Par value *(USD)* | Authorised share capital *(USD)* |
|---|---|---|---|
| Balance at close of preceding month | 3,000,000,000 | 0.000025 | 75,000 |
| Increase/(decrease) | - |  | - |
| Balance at close of the month | 3,000,000,000 | 0.000025 | 75,000 |

(2) Stock code :   N/A        Description :      N/A

|  | No. of ordinary shares | Par value *(State currency)* | Authorised share capital *(State currency)* |
|---|---|---|---|
| Balance at close of preceding month |  |  |  |
| Increase/(decrease) |  |  |  |
| Balance at close of the month |  |  |  |

## 2. Preference Shares

Stock code : **N/A**     Description :     N/A

| | No. of preference shares | Par value *(State currency)* | Authorised share capital *(State currency)* |
|---|---|---|---|
| Balance at close of preceding month | | | |
| Increase/(decrease) | | | |
| Balance at close of the month | | | |

## 3. Other Classes of Shares

Stock code : **N/A**     Description :     N/A

| | No. of other classes of shares | Par value *(State currency)* | Authorised share capital *(State currency)* |
|---|---|---|---|
| Balance at close of preceding month | | | |
| Increase/(decrease) | | | |
| Balance at close of the month | | | |

Total authorised share capital at the end of the month *(USD)* :     **75,000**

## II. Movements in Issued Share Capital

| | No. of ordinary shares | | No of preference shares | No. of other classes of shares |
| --- | --- | --- | --- | --- |
| | (1) | (2) | | |
| Balance at close of preceding month | 1,474,232,000 | N/A | N/A | N/A |
| Increase/ (decrease) during the month | - | N/A | N/A | N/A |
| Balance at close of the month | **1,474,232,000** | N/A | N/A | N/A |

## III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
| --- | --- | --- | --- | --- | --- | --- |
| | Granted | Exercised | Cancelled | Lapsed | | |
| 1. Share option scheme (03/01/2013) Ordinary shares *(Note 1)* | Nil | Nil | Nil | Nil | Nil | 143,231,600 |
| 2. N/A ( / / ) shares *(Note 1)* | | | | | | |
| 3. N/A ( / / ) shares *(Note 1)* | | | | | | |

Total A. (Ordinary shares) N/A
(Preference shares) N/A
(Other class) N/A

Total funds raised during the month from exercise of options (State currency)     HK$Nil

Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of nominal value | Nominal value at close of preceding month | Exercised during the month | Nominal value at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|---|---|---|---|---|---|
| 1.  N/A _____ _____ ( / / ) Stock code (if listed) _____ Class of shares issuable *(Note 1)* _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) ___( / / )___ | | | | | | |
| 2.  N/A _____ _____ ( / / ) Stock code (if listed) _____ Class of shares issuable *(Note 1)* _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) ___( / / )___ | | | | | | |
| 3.  N/A _____ _____ ( / / ) Stock code (if listed) _____ Class of shares issuable *(Note 1)* _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) ___( / / )___ | | | | | | |
| 4.  N/A _____ _____ ( / / ) Stock code (if listed) _____ Class of shares issuable *(Note 1)* _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) ___( / / )___ | | | | | | |

Total B.    (Ordinary shares) N/A _____
(Preference shares) N/A _____
(Other class) N/A _____

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|---|---|---|---|---|---|
| 1. Convertible Notes (due 2020) | HKD | 80,000,000 | Nil | 80,000,000 | Nil | 205,128,205 |
|     Stock code (if listed) | N/A | | | | | |
|     Class of shares issuable | Ordinary | | | | | |
|     Conversion ~~Subscription~~ price | HKD0.39 per share (subject to adjustment) | | | | | |
|     EGM approval date (if applicable) (dd/mm/yyyy)) | ( N/A ) | | | | | |
| 2. Convertible Notes (due 2020) | HKD | 30,000,000 | Nil | 30,000,000 | Nil | 76,923,076 |
|     Stock code (if listed) | N/A | | | | | |
|     Class of shares issuable | Ordinary | | | | | |
|     ~~Subscription~~ Conversion price | HKD0.39 per share (subject to adjustment) | | | | | |
|     EGM approval date (if applicable) (dd/mm/yyyy) | ( N/A ) | | | | | |
| 3. N/A | | | | | | |
|     Stock code (if listed) | | | | | | |
|     Class of shares issuable *(Note 1)* | | | | | | |
|     Subscription price | | | | | | |
|     EGM approval date (if applicable) (dd/mm/yyyy) | ( / / ) | | | | | |
| 4. N/A | | | | | | |
|     Stock code (if listed) | | | | | | |
|     Class of shares issuable *(Note 1)* | | | | | | |
|     Subscription price | | | | | | |
|     EGM approval date (if applicable) (dd/mm/yyyy) | ( / / ) | | | | | |

Total C. (Ordinary shares)     Nil

(Preference shares)     N/A

(Other class)     N/A

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|---|---|
| 1.  N/A<br><br><br>( / / )<br>shares *(Note 1)* | | |
| 2.  N/A<br><br>( / / )<br>shares *(Note 1)* | | |
| 3.  N/A<br><br>( / / )<br>shares *(Note 1)* | | |
| Total D.    (Ordinary shares) | N/A | |
| (Preference shares) | N/A | |
| (Other class) | N/A | |

Other Movements in Issued Share Capital

| Type of Issue | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|---|---|---|---|---|
| 1. Rights issue | At price : | State currency ——— | Class of shares issuable (Note 1) ___N/A___ <br><br> Issue and allotment date : (dd/mm/yyyy) ( / / ) <br><br> EGM approval date: (dd/mm/yyyy) ( / / ) | <br><br><br><br><br> N/A | <br><br><br><br><br> N/A |
| 2. Open offer | At price : | State currency ——— | Class of shares issuable (Note 1) ___N/A___ <br><br> Issue and allotment date : (dd/mm/yyyy) ( / / ) <br><br> EGM approval date: (dd/mm/yyyy) ( / / ) | <br><br><br><br><br> N/A | <br><br><br><br><br> N/A |
| 3. Placing | At price : | HKD ——— | Class of shares issuable (Note 1) ___N/A___ <br><br> Issue and allotment date : (dd/mm/yyyy) ( / / ) <br><br> AGM approval date: (dd/mm/yyyy) ( / / ) | <br><br><br><br><br> N/A | <br><br><br><br><br> N/A |
| 4. Bonus issue | | | Class of shares issuable (Note 1) ___N/A___ <br><br> Issue and allotment date : (dd/mm/yyyy) ( / / ) <br><br> EGM approval date: (dd/mm/yyyy) ( / / ) | <br><br><br><br><br> N/A | <br><br><br><br><br> N/A |

| Type of Issue | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|---|---|---|---|---|
| 5. Scrip dividend | At price : | State currency ———— | Class of shares issuable *(Note 1)*  ___N/A___ | | |
| | | | Issue and allotment date : (dd/mm/yyyy)  ( / / ) | | |
| | | | EGM approval date: (dd/mm/yyyy)  ( / / ) | | |
| | | | | N/A | N/A |
| 6. Repurchase of shares | | | Class of shares repurchased *(Note 1)*  ___N/A___ | | |
| | | | Cancellation date : (dd/mm/yyyy)  ( / / ) | | |
| | | | EGM approval date: (dd/mm/yyyy)  ( / / ) | | |
| | | | | N/A | N/A |
| 7. Redemption of shares | | | Class of shares redeemed *(Note 1)*  ___N/A___ | | |
| | | | Redemption date : (dd/mm/yyyy)  ( / / ) | | |
| | | | EGM approval date: (dd/mm/yyyy)  ( / / ) | | |
| | | | | N/A | N/A |
| 8. Consideration issue | At price : | State currency ———— | Class of shares issuable *(Note 1)*  ___N/A___ | | |
| | | | Issue and allotment date : (dd/mm/yyyy)  ( / / ) | | |
| | | | EGM approval date: (//)  ( / / ) | | |
| | | | | N/A | N/A |

| Type of Issue | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|---|---|---|
| 9. Capital reorganisation (Share subdivision) | Class of shares issuable _____N/A_____ *(Note 1)*<br><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: (dd/mm/yyyy) ( / / ) | N/A | N/A |
| 10. Other (Please specify)    At price : State currency ——— | Class of shares issuable _____N/A_____ *(Note 1)*<br><br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br><br>EGM approval date: (dd/mm/yyyy) ( / / ) | N/A | N/A |

Total E.    (Ordinary shares) N/A
(Preference shares) N/A
(Other class) N/A

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Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):    (1)    N/A

   (2)    N/A

Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):    N/A

Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):    N/A

*(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)*

Remarks (if any):

Submitted by:   Ng Kam Seng

Title:            Executive Director
            (Director, Secretary or other duly authorised officer)

*Notes :*

*1.     State the class of shares (e.g. ordinary, preference or other).*

*2.     If there is insufficient space, please append the prescribed continuation sheet.*