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**ZHONGTAI INTERNATIONAL
INVESTMENT GROUP
LIMITED**

中泰國際投資集團有限公司

(Incorporated in the British Virgin Islands with limited liability)

**QUALI-SMART HOLDINGS
LIMITED**

滙達富控股有限公司 *

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1348)

JOINT ANNOUNCEMENT

DELAY IN DESPATCH OF COMPOSITE DOCUMENT IN RELATION TO POSSIBLE UNCONDITIONAL MANDATORY CASH OFFERS BY HAITONG INTERNATIONAL SECURITIES COMPANY LIMITED ON BEHALF OF THE OFFEROR TO ACQUIRE ALL THE ISSUED SHARES AND ALL OUTSTANDING CONVERTIBLE NOTES, AND TO CANCEL ALL OUTSTANDING SHARE OPTIONS, OF THE COMPANY (OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED BY THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT)

References are made to the joint announcements of Quali-Smart Holdings Limited (the “**Company**”) and Zhongtai International Investment Group Limited (the “**Offeror**”) dated 25 February 2018, 20 April 2018, 18 May 2018, 20 June 2018, 12 July 2018, 14 August 2018 and 12 October 2018, and the announcements of the Company dated 9 March 2018, 28 March 2018, 3 April 2018, 30 April 2018, 31 May 2018, 29 June 2018, 23 July 2018, 31 August 2018 and 31 October 2018 in relation to, among other things, the Subscription and the Offers (collectively, the “**Announcements**”). Capitalised terms used herein have the same meanings as defined in the joint announcement dated 12 October 2018 (the “**October Joint Announcement**”) unless the context otherwise requires.

As set out in the Announcements, it is the intention of the Offeror and the Company to combine the offer document with the response document in the Composite Document. Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document is required to be despatched to the Shareholders within 21 days of the date of the October Joint Announcement, i.e. on or before 2 November 2018.

As set out in the October Joint Announcement, the making of the Offers is subject to Completion. Completion is conditional upon the fulfillment or waiver (where applicable) of the Subscription Conditions, the Share Purchase Conditions as well as the conditions precedent of the relevant ZTI Agreements, including without limitation, (i) the SFC having granted the necessary approval for the Offeror and/or its controlling shareholders to become the substantial shareholders of the Licensed Subsidiaries under the SFO; (ii) the circular having been despatched to the Shareholders and the necessary approvals of the Independent Shareholders at the EGM in respect of the Subscription (including the granting of the Specific Mandate) and the ZTI Acquisitions, having been obtained; (iii) approvals from relevant governmental and regulatory authorities (including but not limited to the China Securities Regulatory Commission and other authorities in the PRC (where applicable)) or any other third parties required for the Offeror and/or its controlling shareholders in respect of the Restated Subscription Agreement and the transactions contemplated thereunder having been obtained; and (iv) the SFC having granted the necessary consent and/or approval for the Company and/or its controlling shareholders to become the substantial shareholders of ZTI Capital or ZTI Asset Management (as the case may be) under the SFO.

In light of the expected time required for obtaining the aforesaid approvals for Completion and the time period contemplated by Rule 8.2 of the Takeovers Code, an application has been made to the Executive and the Executive has indicated that it is minded to grant consent under Rule 8.2 of the Takeovers Code to extend the time for despatch of the Composite Document to a date falling within seven days from the Completion Date or 8 February 2019, whichever is earlier.

Further announcement(s) will be made by the Company and the Offeror as and when appropriate in compliance with the Takeovers Code.

WARNING

The Offers will only be made if Completion takes place. Completion is subject to fulfilment and/or waiver, as applicable, of the Subscription Conditions, the Share Purchase Conditions as well as the conditions precedent of the relevant ZTI Agreements. Accordingly, the Offers may or may not be made. Shareholders, Optionholders, the CN Holder and/or potential investors of the Company should therefore exercise caution when dealing in the securities of the Company (including the Shares, the Share Options, the Convertible Notes and rights in respect of them). Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

For and on behalf of
**Zhongtai International Investment
Group Limited**
Ren Yanqing
Director

By Order of the Board
Quali-Smart Holdings Limited
Lau Ho Ming, Peter
Executive Chairman

Hong Kong, 2 November 2018

As at the date of this joint announcement, the Board comprises four executive Directors: Mr. Lau Ho Ming, Peter (Executive Chairman), Mr. Poon Pak Ki, Eric, Mr. Ng Kam Seng and Mr. Chu Raymond; one non-executive Director: Madam Li Man Yee, Stella; and three independent non-executive Directors: Mr. Leung Po Wing, Bowen Joseph GBS, JP, Mr. Chan Siu Wing, Raymond and Mr. Wong Wah On, Edward.

As at the date of this joint announcement, the sole director of the Offeror is Mr. Ren Yanqing.

As at the date of this joint announcement, the directors of Zhongtai Financial International are Mr. Li Wei, Mr. Gao Feng and Mr. Yuan Xicun.

All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror and any of its Concert Parties), and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.

The sole director of the Offeror and all directors of Zhongtai Financial International accept full responsibility for the accuracy of the information contained in this joint announcement to the extent it relates to the Offeror and its Concert Parties, and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this joint announcement by the Offeror and its Concert Parties have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.

* For identification purpose only