

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :

28/02/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Quali-Smart Holdings Limited
Date Submitted	06/03/2019

I. Movements in Authorised Share Capital

1.	Ordinary	Shares

1) Stock code : 01348 Description : QUALI-SMART							
	No. of ordinary shares	Par value <i>(USD)</i>	Authorised share capital <i>(USD)</i>				
Balance at close of preceding month	6,000,000,000	0.000025	150,000				
Increase/(decrease)	<u>-</u>		<u> </u>				
Balance at close of the month	6,000,000,000	0.000025	150,000				
(2) Stock code : <u>N/A</u> Description : <u>N/A</u>							
(2) Stock code : <u>N/A</u> Descri	ption : <u>N/A</u>						
(2) Stock code : <u>N/A</u> Descri	otion : <u>N/A</u> No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)				
(2) Stock code : <u>N/A</u> Descrip Balance at close of preceding month	No. of ordinary shares	(State	capital				
	No. of ordinary shares	(State currency)	capital				

2. Preference Shares

Stock code :	<u>N/A</u>	Descript	ion :	N/A		
			prefe	o. of erence ares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at clos	e of preced	ing month			- <u> </u>	
Increase/(decre	ease)	-			-	
Balance at clos	e of the mo	nth _				

3. Other Classes of Shares

Stock code :	N/A	_Descript	tion :	N/A		
			No. of classe shar	es of	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close	e of precedir	ng month				
Increase/(decrea	ase)	-				
Balance at close	e of the mon	th _				
-		1 4 4			450.0	

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

150,000

II. Movements in Issued Share Capital

	No. of ordi	nary shares	No of preference	
	(1)	(2)	shares	classes of shares
Balance at close of preceding month	1,474,232,000	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u> </u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	1,474,232,000	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

III. Details of Movements in Issued Share Capital

Share Options (und	der Share Op	tion Schemes (of the Issuer)			
Particulars of share option scheme including EGM		Movement duri	ing the month		No. of new shares of issuer which may be issued pursuant thereto as at close of	
approval date (dd/mm/yyyy) and class of shares issuable	Granted	Exercised	Cancelled	Lapsed		the month
1.Share	Oranioa			Lupuuu		
option scheme						
(03/ 01/2013) Ordinary shares (Note 1)	NIL	NIL	NIL	NIL	NIL	134,291,600
2						
(/ /) shares (Note 1)						
3.						
(/ /) shares						
(Note 1)		Tota	al A. (Ordina	ny charac)	Ν/Δ	
		1018		ce shares)		
			`	ther class)		
Total funds raised of options (HKD)	during the mc	onth from exerc	•	,		

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
<u>1. N/A</u>						
Class of shares issuable <i>(Note 1)</i> Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	()				
2. N/A)				
2. 1077						
Stock code (if listed)						
Class of shares						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)				
3.N/A	,	,				
(/ /)						
Stock code (if listed)						
Class of shares issuable (Note 1)						
EGM approval date						
(if applicable)						
	(/ /)				
4.N/A						
· · · · · · · · · · · · · · · · · · ·						
Stock code (if listed) Class of shares						
iccuchla (Nata 1)			_			
Subscription price						
EGM approval date						
(if applicable))				
(dd/mm/yyyy)	(/ /)				
		Total E	B. (Ordina	ary shares) <u>N/A</u>		
				ice shares) N/A		-
				ther class) N/A		-
			ζ-	/		-

Convertibles (i.e. Convertib	Currency o amount outstanding	Amount at f close of preceding	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	80,000,000		80,000,000		205,126,205
Class of shares issuable <i>(Note 1)</i> Conversion Subscription price	Ordinary HKD0.39 per sha (subject to adjustment)	are				
EGM approval date (if applicable) (dd/mm/yyyy)) 2. Convertible Notes	(N/A)					
(due 2020)						
(======)						
	HKD	30,000,000	NIL	30,000,000	NIL	76,923,076
Conversion Subscription price	N/A Ordinary HKD0.39 per sha (subject to adjustment) (N/A) (N/A)					
(if applicable) (dd/mm/yyyy) 4.	(/ /)				
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)						
(GG/1111/yyyy) 		/	(Preferer	ary shares) <u>NIL</u> nce shares) <u>N/A</u> Other class) <u>N/A</u>	١	- -

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

		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
	l particulars including EGM approval date (dd/mm/yyyy), oplicable, and class of shares issuable:		the month
	Unless otherwise defined, capitalised terms used herein have the same meanings as defined in the joint announcement of the Issuer dated 12 October 2018.	NIL	415,908,000
1.	On 11 October 2018, the Issuer and the Subscribers entered into the Restated Subscription Agreement, pursuant to which the Issuer conditionally agreed to allot and issue, and the Subscribers conditionally agreed to subscribe for, an aggregate of 415,908,000 Shares, for an aggregate consideration of HK\$145,567,800 in cash at the Subscription Price of HK\$0.35 per Share.		
	On 29 November 2018, the Issuer, the Offeror, Subscriber A, Subscriber B and Zhongtai Financial International Limited (" New Offeror ") entered into a deed of novation in relation to the Restated Subscription Agreement, pursuant to which the Offeror agreed to assign and novate, and the New Offeror agreed to assume and perform, all the rights and obligations of the Offeror under the Restated Subscription Agreement with effect from 29 November 2019.		
	On 31 January 2019, as additional time is required for the fulfillment of certain condition of the Subscription Conditions, the parties entered into a side letter to the Restated Subscription Agreement to extend the long stop date for fulfillment of the conditions precedent to 30 April 2019 or such other date as agreed by the parties.		
	For details, please refer to joint announcements of the Issuer and the Offeror or the New Offeror dated 12 October 2018, 29 November 2018 and 31 January 2019 respectively.		
	EGM approval date (16 / 01 /2019) Ordinary shares (Note 1)		
2.	On 23 February 2018, the Issuer (as purchaser) and ZTI Financial (as vendor) entered into the ZTI Capital Agreement pursuant to which the Issuer conditionally agreed to acquire or procure one of its wholly-owned subsidiaries to acquire, and ZTI Financial conditionally agreed to dispose of, all issued shares of ZTI Capital at completion of the ZTI Agreements for a consideration of HK\$30,000,000.in cash.		
	On the same date, the Issuer (as purchaser) and Zhongtai Financial International (as vendor) entered into the ZTI Asset Management Agreement pursuant to which the Company conditionally agreed to acquire or procure one of its wholly- owned subsidiaries to acquire, and Zhongtai Financial International conditionally agreed to dispose of, all issued shares of ZTI Asset Management at completion of the ZTI Agreements for a consideration of HK\$102,000,000.in cash.		
	On 11 October 2018, the Issuer (as purchaser) and ZTI Financial (as vendor) entered into a supplemental agreement to revise and amend certain terms of the ZTI Capital Agreement . The consideration for the ZTI Capital Acquisition, being HK\$30,000,000, shall be satisfied by the allotment and issue by the Issuer to the Offeror (as the designated nominee of ZTI Financial) 85,714,286 new Shares, credited as fully paid, at an issue price of	NIL	85,714,286

approximately HK\$0.35 per Share, at complet Capital Agreement.	tion of the ZTI		
On 11 October 2018, the Issuer (as purchaser) Financial International (as vendor) enter supplemental agreement (to revise and amend of the ZTI Asset Management Agree consideration for the ZTI Asset Management being HK\$102,000,000, shall be satisfied by and issue by the Issuer to the Offeror (as the nominee of Zhongtai Financial International) new Shares, credited as fully paid, at an is approximately HK\$0.35 per Share, at complete Asset Management Agreement.	ered into a N d certain terms ement). The nt Acquisition, the allotment he designated) 291,428,571 ssue price of	IIL	291,428,571
On 29 November 2018, the Issuer also supplemental agreements with ZTI Financial Offeror respectively to revise certain terms of t Agreement and the ZTI Asset Managemer pursuant to which the consideration for the ZT shall be satisfied by the allotment and issue of Shares to the New Offeror (as, where ap designated nominee of ZTI Financial).	and the New the ZTI Capital nt Agreement, TI Acquisitions Consideration		
On 31 January 2019, as additional time is re fulfillment of certain conditions precedent of th Agreements, the parties to each of the respectively entered into a side letter to Agreement to extend the long stop date for fu conditions precedent to 30 April 2019 or such agreed by the parties.	e relevant ZTI Agreements the relevant Ifillment of the		
For details, please refer to joint announcement and the Offeror or the New Offeror dated 25 F 12 October 2018, 29 November 2018 and 31 respectively. EGM approval date (10 Ordinary s	ebruary 2018, January 2019		
3			
S	(/ /) hares (Note 1)		
	dinary shares) erence shares) (Other class)	NIL N/A N/A	

Oth	ner Movements	in Issued Sha	re 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
				Class of shares issuable (Note 1)	<u>N/A</u>			
1.	Rights issue	At price :	State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N1/A	N1/A
							<u>N/A</u>	<u>N/A</u>
				Class of shares issuable (Note 1)	<u>N/A</u>			
2.	Open offer	At price :	State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							<u>N/A</u>	<u>N/A</u>
				Class of shares issuable (Note 1)	_ <u>N/A_</u>			
3.	Placing	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							<u>N/A</u>	<u>N/A</u>
				Class of shares issuable (Note 1)	N/A			
4.	Bonus issue			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A

	No. of new	No. of new
	shares of	shares of
	issuer	issuer which
	issued	may be
	during the	issued
	month	pursuant
	pursuant	thereto as at
	thereto	close of the
Type of Issue		month

5.	Scrip dividend	At price :	State currency ———	Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	<u>N/A</u>		<u>N/A</u>	<u>N/A</u>
6.	Repurchase of shares			Class of shares repurchased (Note 1) Cancellation date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /		<u>N/A</u>	<u>N/A</u>
7.	Redemption of shares			Class of shares redeemed (<i>Note 1</i>) Redemption date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /		<u>N/A</u>	<u>N/A</u>
8.	Consideration issue	At price :	State currency ———	Class of shares issuable <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy))	<u>N/A</u>	<u>N/A</u>

Type of Issue	s d	lo. of new shares of issuer issued luring 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	Class of shares <u>N/A</u> issuable (Note 1) Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
10. Other (Please specify) At price : State currency	Class of shares <u>N/A</u> issuable (Note 1) Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
	Total E. (Ordinary shares) (Preference shares) (Other class)	N/A	-

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	NIL
(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 a Capital").)	Issued Share

IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

(i) all money due to the listed issuer in respect of the issue of securities has been received by it;

- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the

securities have been fulfilled: (iv) all the securities of each class are in all respects identical (Note 3); (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements; all the definitive documents of title have been delivered/are ready to be delivered/are being prepared (vi) and will be delivered in accordance with the terms of issue: (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and (viii) executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

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. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. *"Identical" means in this context:*
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.