

Monthly Return of Equity Issuer on Movements in Securities

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

31/10/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	QUALI-SMART HOLDINGS LIMITED
Date Submitted	01/11/2019

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>01348</u> Descri	ption : <u>QUALI-S</u>	MART	
	No. of ordinary shares	Par value (USD)	Authorised share capital <i>(USD)</i>
Balance at close of preceding month	6,000,000,000	0.000025	150,000
Increase/(decrease)	<u> </u>		
Balance at close of the month	6,000,000,000	0.000025	150,000
(2) Stock code : <u>N/A</u> Descri	ption : <u>N/A</u>		
	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 : <u>N/A</u>	Descript	ion : <u>N/A</u>		
		No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of precedi	ng month			
Increase/(decrease)	-			
Balance at close of the mor	nth _			

3. Other Classes of Shares

Stock code :	<u>N/A</u>	_Descript	tion :	N/A		
			No. of class sha	es of	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close	e of precedin	g month				
Increase/(decrea	ase)	-				
Balance at close	e of the mon	th _				
-						

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 (un	der Share Op	tion Schemes of	of the Issuer)			
Particulars of share option scheme including EGM		Movement duri	ng the month		thereto as at close of	
approval date			•		-	the month
(dd/mm/yyyy) and						
class of shares issuable	Granted	Exercised	Cancelled	Lapsed		
1.Share	Granieu	Exercised	Cancelleu	Lapseu		
Option						
Scheme						
(03/01/2013)						
Ordinary						
shares	NIL	NIL	NIL	NIL	NIL	131,071,600
(Note 1)						
2.						
shares						
(Note 1)						
3.						
shares						
(Note 1)						
(Tota	IA. (Ordina	arv shares)	N/A	
				ce shares)		
			•	ther class)		
Total funds raised	during the mo	onth from exerci	•			
of options (HKD)			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
<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	(, ,	/				
(/ /)						
Stock code (if listed)						
Class of shares						
Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)				
3. N/A	3	ł				
(/ /)						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
	(/ /)				
<u>4. N/A</u>						
	<u> </u>	. <u> </u>				
Stock code (if listed)						
Class of shares						
iccuchla (Nata 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)				
(uu/mm/yyyy)	(/ /)				
		Total E	B. (Ordina	ary shares) <u>N/A</u>		
				ice shares) <u>N/A</u>		
				ther class) N/A		
			`	,		-

Convertibles (i.e. Converti	ble into Shares of	the Iss	uer whicl	h are to be List	ed)		
Class and description	Currency of amount outstanding	cle pre	ount at ose of ceding nonth	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	80,00	0,000	NIL	80,000,000	NIL	205,128,205
Stock code (if listed)	N/A						
Class of shares	o "						
issuable (Note 1)	Ordinary						
Conversion	HKD0.39 per shar	re					
Subscription price	(subject to						
EGM approval date	adjustment)						
(if applicable)							
(dd/mm/yyyy))	(N/A/ /)					
2. Convertible Notes		/					
(Due 2020)							
	HKD	30,00	0 000	NIL	30,000,000	NIL	76,923,076
Stock code (if listed)	N/A		0,000			<u></u>	
Class of shares							
issuable (Note 1)	Ordinary						
Conversion	HKD0.39 per shar	re					
Subscription price	(subject to						
	adjustment)						
EGM approval date							
(if applicable)	(N/A/ /	`					
(dd/mm/yyyy) 3.	(IN/A/ /)					
<u>.</u>							
Stock code (if listed)							
Class of shares							
issuable (Note 1)							
Subscription price		<u> </u>					
EGM approval date							
(if applicable)							
(dd/mm/yyyy)	(/ /)	l					
4.							
				<u> </u>			
Stock code (if listed)							
Class of shares							
issuable (Note 1)							
Subscription price							
EGM approval date (if applicable)							
(dd/mm/yyyy)	(/ /)						
			г	otal C. (Ordina	ary shares) NIL	_	
					ce shares) N/A		-
					ther class) <u>N/A</u>		

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.		
shares (Note 1)		
2.		
shares (Note 1)		
3		
shares (Note 1)		
Total D. (Ordinary shares)	NIL	-
(Preference shares)	N/A	-
(Other class)	N/A	-

Oth	ner Movements	in Issued Sha	ire Capital				
	Type of Issue					No. of new shares of issuer during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
				Olana of shares	N/A		
				Class of shares issuable (Note 1)	<u>N/A</u>		
1.	Rights issue	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				(dd/mm/yyyy)		<u>N/A</u>	<u>N/A</u>
				Class of shares issuable (Note 1)	<u>N/A</u>		
2.	Open offer	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				(ddiffilliyyyy)		<u>N/A</u>	<u>N/A</u>
				Class of shares	N/A		
				issuable (Note 1)			
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

	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)	N/A	-	
5.	Scrip dividend	At price :	State currency ———	Issue and allotment date : (dd/mm/yyyy)	(/ /)	
				EGM approval date: (dd/mm/yyyy)	(/ /		N1/A
						N/A	<u>N/A</u>
				Class of shares repurchased (Note 1)	_N/A		
6.	Repurchase of shares			Cancellation date : (dd/mm/yyyy)	(/ /)	
				EGM approval date: (dd/mm/yyyy)	(/ /) N/A	N/A
				Class of shares redeemed (Note 1)	N/A		
7.	Redemption of shares			Redemption date : (dd/mm/yyyy)	(/ /)	
				EGM approval date: (dd/mm/yyyy)	(/ /) N/A	N/A
				Class of shares issuable (Note 1)	N/A		
8.	Consideration issue	At price :	State currency ———	Issue and allotment date : (dd/mm/yyyy)	(/ /)	
				EGM approval date: (dd/mm/yyyy)	(/ /	,	N1/A
						<u>N/A</u>	<u>N/A</u>

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	Class of shares <u>N/A</u> 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>
10. Other (Please specify) At price : State currency	Class of shares <u>N/A</u> issuable (<i>Note 1</i>) Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /)		
	(dd/mm/yyyy) Total E. (Ordinal shares (Preference shares (Other class	s) <u>N/A</u> s) <u>N/A</u>	<u>N/A</u>

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 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)

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(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: <u>EXECUTIVE DIRECTOR</u> (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.