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**QUALI-SMART HOLDINGS LIMITED**  
**滙達富控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1348)**

**ADJUSTMENT TO THE CONVERSION PRICE  
OF THE CONVERTIBLE NOTES AND  
THE OUTSTANDING SHARE OPTIONS**

Reference is made to the circular (the “**Circular**”) of Quali-Smart Holdings Limited dated 23 December 2015 in respect of the proposed Share Sub-division and the poll results announcement of the EGM dated 12 January 2016 announcing, among other things, the passing of the resolution approving the Share Sub-division. Unless the context otherwise requires, terms used in this announcement shall have the same meanings as those defined in the Circular.

Upon the Share Sub-division becoming effective on 13 January 2016, the Conversion Price of the Convertible Notes and the exercises prices and the number of shares to be allotted and issued upon the exercise of the subscription rights attached to the outstanding Share Options granted under the Share Option Scheme are adjusted in accordance with the terms and conditions of the Convertible Notes and the Share Option Scheme, respectively, as follows:

**(A) Convertible Notes**

<b>Issue Date</b>	<b>Principal Amount HK\$</b>	<b>Old Conversion Price HK\$</b>	<b>No. of Shares to be issued upon conversion immediately before the Share Sub-division becoming effective</b>	<b>New Conversion Price HK\$</b>	<b>No. of Sub-divided Shares to be issued upon conversion immediately after the Share Sub-division becoming effective</b>
17/12/2014	58,000,000	4.09	14,180,929	1.023	56,695,992

**(B) Outstanding Share Options**

<b>Date of Grant</b>	<b>Number of Shares of US\$0.0001 each to be issued upon exercise of the Share Options immediately before the Share Sub-division becoming effective</b>	<b>Old Exercise Price HK\$</b>	<b>Number of Sub-divided Shares of US\$0.00025 each to be issued upon exercise of the Share Options immediately after the Share Sub-division becoming effective</b>	<b>New Exercise Price HK\$</b>
17/3/2014	7,371,000	1.00	29,484,000	0.25
3/7/2015	13,400,000	4.07	53,600,000	1.02
	<u>20,771,000</u>		<u>83,084,000</u>	

Save for the adjustment above, all other terms and conditions of the Convertible Notes and the Share Option Scheme remain unchanged.

The Company has engaged BDO Limited, as the auditor of the Company, to perform certain agreed-upon procedures on the computation of the adjustments to the (i) Conversion Price of the Convertible Notes and (ii) the exercise prices and the number of Sub-divided Shares to be issued and allotted under the outstanding Share Options in accordance with the Hong Kong Standard on Related Services 4400 “Engagements to Perform Agreed-Upon Procedures Regarding Financial Information” issued by the Hong Kong Institute of Certified Public Accountants and issue a report of factual findings to the Directors.

By Order of the Board

**Quali-Smart Holdings Limited**  
**Ng Kam Seng**  
*Executive Director*

Hong Kong, 13 January 2016

*At the date of this announcement, the Board consists of Mr. Lau Ho Ming, Peter (Executive Chairman), Mr. Poon Pak Ki, Eric, Mr. Ng Kam Seng and Mr. Chu, Raymond as the executive Directors; Ms. Li Man Yee, Stella as the non-executive Director; and Mr. Leung Po Wing, Bowen*

*Joseph <sup>GBS, JP</sup>, Mr. Chan Siu Wing, Raymond and Mr. Wong Wah On, Edward as the independent non-executive Directors.*

\* *For identification purpose only*