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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)

COMPLETION OF SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that all the conditions of the Subscription have been fulfilled and the completion of the Subscription took place on 28 July 2015. Pursuant to the terms and conditions of the Subscription Agreement, an aggregate of 30,000,000 Subscription Shares have been successfully allotted and issued to more than six Subscribers at the Subscription Price of HK\$2.95 per Subscription Share.

Reference is made to the announcement of Quali-Smart Holdings Limited (the “**Company**”) dated 22 July 2015 in respect of the Subscription (the “**Announcement**”). Unless defined otherwise, capitalised terms contained herein shall have the same meanings as defined in the Announcement.

COMPLETION OF THE SUBSCRIPTION

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To the best of the knowledge, information and belief of the Board, having made all reasonable enquiries, the Subscribers and their ultimate beneficial owners are Independent Third Parties who are not acting in concert with other Subscribers in relation to the control of the Company within the meaning of the Hong Kong Code on Takeovers and Mergers. None of the Subscribers has become a substantial Shareholder (as defined under the Listing Rules) immediately after the completion of the Subscription. The net proceeds from the Subscription, after deducting the expenses in connection with the Subscription from the gross proceeds, is approximately HK\$88.5 million.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (a) immediately before completion of the Subscription; and (b) immediately after the completion of the Subscription are as follows:-

	Immediately before completion of the Subscription		Immediately after completion of the Subscription	
	No. of Shares	Approximate %	No. of Shares	Approximate %
Directors:				
Mr. Lau Ho Ming Peter (Note 1)	121,436,000	41.70	121,436,000	37.81
Mr. Ng Kam Seng	240,000	0.08	240,000	0.07
Mr. Poon Pak Ki, Eric	150,000	0.05	150,000	0.05
Madam Li Man Yee, Stella (Note 1)	720,000	0.25	720,000	0.23
Mr. Leung Po Wing Bowen Joseph	72,000	0.03	72,000	0.02
Public Shareholders:				
The Subscribers (Note 2)			30,000,000	9.34
Other public Shareholders	168,577,000	57.89	168,577,000	52.48
Total (Note 3)	<u>291,195,000</u>	<u>100.0</u>	<u>321,195,000</u>	<u>100.00</u>

Notes:

- 120,716,000 shares are held by a company registered in the name of Smart Investor Holdings Limited ("Smart Investor"), a company owned as to 67.4% by Mr. Lau Ho Ming, Peter, the Executive Chairman of the Company, and 32.6% by Madam Li Man Yee, Stella, a non-executive Director of the Company and the spouse of Mr. Lau Ho Ming, Peter. Another 720,000 shares are held by Mr. Lau Ho Ming, Peter personally. Madam Li Man Yee, Stella also holds 720,000 shares personally. Both Mr. Lau Ho Ming, Peter and Madam Li Man Yee, Stella are deemed to be interested in all of the above 122,156,000 shares in aggregate.
- None of the Subscribers is expected to become a substantial Shareholders of the Company immediately after the completion of the Subscription.
- Save for the above, as at the date of this announcement, the Company also has outstanding share options granted under its share option scheme of 20,771,000 Shares.

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

Hong Kong, 28 July 2015

As at the date of this announcement, the Board comprises Mr. Lau Ho Ming, Peter (Executive Chairman), Mr. Poon Pak Ki, Eric and Mr. Ng Kam Seng as executive Directors; Madam Li Man Yee, Stella and Mr. Wang Zhao as non-executive Directors; and Mr. Leung Po Wing, Bowen Joseph GBS, JP and Mr. Chan Siu Wing, Raymond as independent non-executive Directors.

** for identification purposes only*