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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)

FINAL COMPLETION OF SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that the subscription for 12,000,000 Subscription Shares (out of a total of 40,500,000 Subscription Shares, of which the subscription of 28,500,000 Subscription Shares were completed on 3 December 2015) by the Deferred Subscriber was completed on 14 December 2015. As such, the Subscription of the 40,500,000 Subscription Shares had all been completed and the total aggregate net proceeds received by the Company from the Subscription is approximately HK\$153.2 million.

Reference is made to the announcements of Quali-Smart Holdings Limited (the “**Company**”) dated 20 November 2015 and 3 December 2015 in respect of the Subscription (the “**Announcements**”). Unless defined otherwise, capitalised terms contained herein shall have the same meanings as defined in the Announcements.

FINAL COMPLETION OF THE SUBSCRIPTION

The Board is pleased to announce that the subscription of the 12,000,000 Subscription Shares by the Deferred Subscriber was completed on 14 December 2015. An aggregate of 12,000,000 Subscription Shares have been successfully allotted and issued to the Deferred Subscriber at the Subscription Price of HK\$3.88 per Subscription Share pursuant to the terms and conditions of the Subscription Agreement.

To the best of the knowledge, information and belief of the Board, having made all reasonable enquiries, the Deferred Subscriber and its ultimate beneficial owner 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. The Deferred Subscriber has not become a substantial Shareholder (as defined under the Listing Rules) immediately after the completion of the Subscription. The net proceeds from the subscription by the Deferred Subscriber, after deducting the expenses in connection with its subscription from the gross proceeds, is approximately HK\$45.4 million. Aggregating with the net proceeds from the subscription by the other Subscribers that were completed on 3 December

2015, the total net proceeds after deducting the expenses in connection with the Subscription from the gross proceeds is approximately HK\$153.2 million.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

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

	Immediately before final completion of the Subscription		Immediately after final completion of the Subscription	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
Directors:				
Mr. Lau Ho Ming Peter (Note 1)	121,436,000	34.73	121,436,000	33.57
Mr. Ng Kam Seng	240,000	0.07	240,000	0.07
Mr. Poon Pak Ki, Eric	150,000	0.04	150,000	0.04
Madam Li Man Yee, Stella (Note 1)	720,000	0.21	720,000	0.20
Mr. Leung Po Wing Bowen Joseph	72,000	0.02	72,000	0.02
Public Shareholders:				
The Deferred Subscriber (Note 2)			12,000,000	3.32
Other Subscribers (completed on 3 December 2015) (Note 2)	28,500,000	8.15	28,500,000	7.88
Other public Shareholders	198,577,000	56.78	198,577,000	54.90
Total (Note 3)	349,695,000	100.0	361,695,000	100.00

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 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 Shareholder of the Company immediately after final completion of the Subscription.
- Save for the above, as at the date of this announcement, the Company also has outstanding

convertible notes of HK\$58,000,000 in outstanding principal amount which can be converted into 14,180,929 Shares and 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, 14 December 2015

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

** for identification purposes only*