

QUALI-SMART HOLDINGS LIMITED

滙達富控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1348)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING

TO BE HELD ON TUESDAY, 12 JANUARY 2016

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of US\$0.0001 each in the share capital of Quali-Smart Holdings Limited (the “**Company**”) hereby appoint the chairman of the extraordinary general meeting of the Company (the “**Meeting**”) ^(Note 3) or _____ of _____ as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the Meeting to be held at Unit 101, First Commercial Building, 33-35 Leighton Road, Causeway Bay, Hong Kong on Tuesday, 12 January 2016 at 10:00 a.m. (and at any adjournment thereof (as the case may be)).

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll ^(Note 4).

ORDINARY RESOLUTION ^(Note)	FOR	AGAINST
1. To approve the Share Sub-division of each issued and unissued ordinary share of US\$0.0001 each in the share capital of the Company into four (4) ordinary shares of US\$0.000025 each, such that the authorised share capital of the Company is US\$50,000 divided into 2,000,000,000 ordinary shares of US\$0.000025 each.		
2. To dispose of the entire issued share capital of Victor Gold Investments Limited by the Company to Grandrich International Limited for a total aggregate consideration of HK\$70,000,000.		

Note: The full text of the ordinary resolution is set out in the notice of the Meeting

Date: _____ 2015/2016 Signature(s) ^(Note 5) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS** as shown on the register of members of the Company.
2. Please insert the number of shares of the Company to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the chairman of the Meeting is preferred, please strike out the words “the chairman of the extraordinary general meeting of the Company (the “**Meeting**”) or” and insert the name and address of the proxy desired in the spaces provided. A member entitled to attend and vote at the Meeting may appoint another person as his proxy to attend and vote on his/her behalf. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his/her behalf at the Meeting. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company. If no name is inserted, the duly appointed chairman of the Meeting will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
6. In case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
7. In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
8. Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting and any adjournment thereof (as the case may be) should you so wish.

* For identification purpose only