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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)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited.

The board (the “Board”) of directors (the “Directors”) of Quali-Smart Holdings Limited (the “Company”) hereby announces that the Board has resolved to grant share options (the “Options”) to certain individuals (the “Grantees”) to subscribe for a total of 10,800,000 ordinary shares (“Option Share(s)”) of US\$0.0001 each in the share capital of the Company (“Share(s)”), subject to acceptance of the Grantees, under the share option scheme adopted by the Company on 3 January 2013 (the “Share Option Scheme”) and the payment of HK\$1.00 by each of the Grantees upon acceptance of the Options. Details of the Options granted are set out below:

Date of grant	: 17 March 2014 (the “Date of Grant”)
Exercise price of the Options granted	: HK\$1.00 per Option Share, subject to adjustment
Closing price of the Shares on Date of Grant	: HK\$0.95 per Share
Number of the Options granted	: (i) 2,420,000 Option Shares (ii) 8,380,000 Option Shares
Validity periods of the Options	: (i) Five years from the Date of Grant, expiring on 16 March 2019 (the “Option Period I”) subject to early termination provisions under the Share Option Scheme (ii) Ten years from the Date of Grant, expiring on 16 March 2024 (the “Option Period II”) subject to early termination provisions under the Share Option Scheme

Vesting periods of the Options <i>(Note)</i>	(i) 30% of the Option Shares shall be exercisable from the date immediately after the first anniversary of the Date of Grant until the last day of the Option Period I, i.e. from 17 March 2015 to 16 March 2019	(ii) 30% of the Option Shares shall be exercisable from the date immediately after the first anniversary of the Date of Grant until the last day of the Option Period II, i.e. from 17 March 2015 to 16 March 2024
	30% of the Option Shares shall be exercisable from the date immediately after the second anniversary of the Date of Grant until the last day of the Option Period I, i.e. from 17 March 2016 to 16 March 2019	30% of the Option Shares shall be exercisable from the date immediately after the second anniversary of the Date of Grant until the last day of the Option Period II, i.e. from 17 March 2016 to 16 March 2024
	40% of the Option Shares shall be exercisable from the date immediately after the third anniversary of the Date of Grant until the last day of the Option Period I, i.e. from 17 March 2017 to 16 March 2019	40% of the Option Shares shall be exercisable from the date immediately after the third anniversary of the Date of Grant until the last day of the Option Period II, i.e. from 17 March 2017 to 16 March 2024

Note: For the avoidance of doubt, outstanding and unexercised Options at the end of each vesting period of the Options may be rolled over to the next vesting period and exercisable during the validity periods of the Options and where the Options are not fully vested before the last day of the validity periods of the Options in respect of such Options, all unvested Options shall be deemed to be cancelled and such cancellation shall not require the consent of the holder of such Options.

Among the Options offered to the Grantees, Options in relation to a total of 7,060,000 Option Shares were granted to the Directors as set out below:

Name	Position held with the Company	Validity period of the Option	Number of the Option Shares under the Options granted
Lau Ho Ming, Peter	Executive Chairman	17 March 2014 – 16 March 2024	2,400,000
Ng Kam Seng	Executive Director	17 March 2014 – 16 March 2024	800,000
Poon Pak Ki, Eric	Executive Director	17 March 2014 – 16 March 2024	500,000
Li Man Yee, Stella	Non-executive Director	17 March 2014 – 16 March 2024	2,400,000
Chu Sheng Yu, Lawrence	Non-executive Director	17 March 2014 – 16 March 2024	240,000

<u>Name</u>	<u>Position held with the Company</u>	<u>Validity period of the Option</u>	<u>Number of the Option Shares under the Options granted</u>
Leung Po Wing, Bowen Joseph	Independent non-executive Director	17 March 2014 – 16 March 2024	240,000
Chan Siu Wing, Raymond	Independent non-executive Director	17 March 2014 – 16 March 2024	240,000
Chu, Raymond	Independent non-executive Director	17 March 2014 – 16 March 2024	240,000

In accordance with Rule 17.04(1) of the Listing Rules, the grant of the Options to the above Director(s) had been approved by the independent non-executive Directors (with each of the independent non-executive Directors abstaining from voting in respect of the grant of the Options to himself). Save as disclosed above, none of the Grantees is a Director, chief executive or substantial shareholder of the Company, or any of their respective associates (as defined under the Listing Rules).

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

Hong Kong, 17 March 2014

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. Chu Sheng Yu, Lawrence as non-executive Directors; and Mr. Leung Po Wing, Bowen Joseph GBS, JP, Mr. Chan Siu Wing, Raymond and Mr. Chu, Raymond as independent non-executive Directors.

** For identification purpose only*