



香港交易所

### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/01/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Quali-Smart Holdings Limited

Date Submitted 02/02/2016

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code : <u>1348</u> Description : <u>Ordinary shares</u>			
	No. of ordinary shares	Par value (USD)	Authorised share capital (USD)
Balance at close of preceding month	<u>500,000,000</u>	<u>0.0001</u>	<u>50,000</u>
Increase/(decrease)	<u>1,500,000,000</u> (Remark 1)		<u>Nil</u>
Balance at close of the month	<u>2,000,000,000</u> (Remark 1)	<u>0.000025</u> (Remark 1)	<u>50,000</u>
(2) Stock code : <u>N/A</u> Description : <u>N/A</u>			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>                    </u>	<u>                    </u>	<u>                    </u>
Increase/(decrease)	<u>                    </u>		<u>                    </u>
Balance at close of the month	<u>                    </u>	<u>                    </u>	<u>                    </u>

## 2. Preference Shares

Stock code :	<u>N/A</u>	Description :	<u>N/A</u>
	No. of preference shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

## 3. Other Classes of Shares

Stock code :	<u>N/A</u>	Description :	<u>N/A</u>
	No. of other classes of shares	Par value ( <i>State currency</i> )	Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

Total authorised share capital at the end of the month (*USD*) : **50,000**

## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	361,695,000	N/A	N/A	N/A
Increase/ (decrease) during the month	1,085,085,000 (Remark 1)	N/A	N/A	N/A
Balance at close of the month	<b>1,446,780,000</b> (Remark 1)	N/A	N/A	N/A

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Share option scheme						
(03/01/2013)						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	Adjusted to 83,084,000
(Note 1)						(Remark 2)
2. N/A						
( / / )						
shares						
(Note 1)						
3. N/A						
( / / )						
shares						
(Note 1)						
Total A. (Ordinary shares)					Nil	
(Preference shares)					N/A	
(Other class)					N/A	
Total funds raised during the month from exercise of options (State currency)					HK\$Nil	

## Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
(   /   /   )						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(   /   /   )				
2. N/A						
(   /   /   )						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(   /   /   )				
3. N/A						
(   /   /   )						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(   /   /   )				
4. N/A						
(   /   /   )						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(   /   /   )				
Total B.				(Ordinary shares) N/A		
				(Preference shares) N/A		
				(Other class) N/A		

## Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Convertible Notes (due 2016)						
	HKD	58,000,000	Nil	58,000,000	Nil	Adjusted to 56,695,992 (Remark 3)
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary					
Conversion Subscription price	HKD1.023 per share (subject to adjustment) (Remark 3)					
EGM approval date (if applicable) (dd/mm/yyyy)	( N/A )					
2. N/A						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
3. N/A						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
4. N/A						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
Total C. (Ordinary shares)					Nil	
(Preference shares)					N/A	
(Other class)					N/A	

For Main Board and GEM listed issuers

					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month		

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A		
( / / )		
shares (Note 1)		
2. N/A		
( / / )		
shares (Note 1)		
3. N/A		
( / / )		
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

## Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	At price : State currency _____	Class of shares issuable (Note 1) _____ N/A	Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	N/A	N/A
2. Open offer	At price : State currency _____	Class of shares issuable (Note 1) _____ N/A	Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	N/A	N/A
3. Placing	At price : HKD _____	Class of shares issuable (Note 1) _____ N/A	Issue and allotment date : (dd/mm/yyyy) ( / / ) AGM approval date: (dd/mm/yyyy) ( / / )	N/A	N/A
4. Bonus issue		Class of shares issuable (Note 1) _____ N/A	Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	N/A	N/A

## For Main Board and GEM listed issuers

				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Type of Issue					
5.	Scrip dividend	At price : State currency	Class of shares issuable (Note 1) <u>N/A</u>  Issue and allotment date : (dd/mm/yyyy) ( / / )  EGM approval date: (dd/mm/yyyy) ( / / )	<u>N/A</u>	<u>N/A</u>
6.	Repurchase of shares		Class of shares repurchased (Note 1) <u>N/A</u>  Cancellation date : (dd/mm/yyyy) ( / / )  EGM approval date: (dd/mm/yyyy) ( / / )	<u>N/A</u>	<u>N/A</u>
7.	Redemption of shares		Class of shares redeemed (Note 1) <u>N/A</u>  Redemption date : (dd/mm/yyyy) ( / / )  EGM approval date: (dd/mm/yyyy) ( / / )	<u>N/A</u>	<u>N/A</u>
8.	Consideration issue	At price : State currency	Class of shares issuable (Note 1) <u>N/A</u>  Issue and allotment date : (dd/mm/yyyy) ( / / )  EGM approval date: (//) ( / / )	<u>N/A</u>	<u>N/A</u>



For Main Board and GEM listed issuers

				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Type of Issue					
9. Capital reorganisation (Share subdivision)			Class of shares issuable (Note 1)	<u>Ordinary</u>	
			Issue and allotment date : (dd/mm/yyyy)	(13/01/2016)	
			EGM approval date: (dd/mm/yyyy)	(12/01/2016)	
				<u>1,085,085,000</u>	<u>N/A</u>
10. Other (Please specify)	At price : State currency	_____	Class of shares issuable (Note 1)	<u>N/A</u>	
			Issue and allotment date : (dd/mm/yyyy)	( / / )	
			EGM approval date: (dd/mm/yyyy)	( / / )	
				<u>N/A</u>	<u>N/A</u>
			Total E.	(Ordinary shares) <u>1,085,085,000</u>	
				(Preference shares) <u>N/A</u>	
				(Other class) <u>N/A</u>	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<u>1,085,085,000</u>
	(2)	<u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>N/A</u>
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)		

Remarks (if any):

1. The share subdivision of each issued and unissued ordinary share of USD0.0001 each in the share capital of Quali-Smart Holdings Limited (the “Company”) into four (4) ordinary shares of USD0.000025 each with effect from 13 January 2016 (the “Share Subdivision”), as disclosed in the circular of the Company dated 23 December 2015.

---

2. Upon the Share Subdivision becoming effective, the exercise price of the outstanding options granted under the share option scheme adopted on 3 January 2013 for which was granted on 17 March 2014 was adjusted from HK\$1.00 per share to HK\$0.25 per share and the number of shares to be issued upon the exercise of the options was adjusted from 7,371,000 shares to 29,484,000 shares; and the exercise price of the outstanding options granted under the share option scheme adopted on 3 January 2013 for which was granted on 3 July 2015 was adjusted from HK\$4.07 per share to HK\$1.02 per share and the number of shares to be issued upon the exercise of the options was adjusted from 13,400,000 shares to 53,600,000 shares. The above adjustments became effective on 13 January 2016, as disclosed in the announcement of the Company dated 13 January 2016.

---

3. Notwithstanding the restrictions on conversion of the Convertible Notes in accordance with its terms which were issued on 17 December 2014, 14,180,929 ordinary shares will be issued upon the conversion of the Convertible Notes at the conversion price of HK\$4.09 per share according to the terms of the Convertible Notes on the assumption of full conversion of the same. As a result of the Share Sub-division as detailed in the circular of the Company dated 23 December 2015, the number of ordinary shares which will be issued upon the conversion of the Convertible Notes were adjusted to 56,695,992 at the adjusted conversion price of HK\$1.023 per ordinary share according to the terms of the Convertible Notes.

---

Submitted by: Ng Kam Seng

Title: Executive Director  
(Director, Secretary or other duly authorised officer)

---

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*