

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/01/2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Quali-Smart Holdings Limited
Date Submitted	06/02/2017

I. Movements in Authorised Share Capital

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

2. Preference Shares

Stock code : <u>N/A</u>	Description : <u>N/A</u>		
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
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> Desc	ription : <u>N/A</u>		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
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 ordin	ary shares	No of preference	No. of other classes		
	(1)	(2)	shares	of shares		
Balance at close of preceding month	1,451,928,000	N/A	N/A	N/A		
Increase/ (decrease) during the month		N/A	N/A	N/A		
Balance at close of the month	1,451,928,000	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					No. of new shares of	No. of new shares of
option scheme					issuer issued during	issuer which may be
including EGM					the month pursuant thereto	issued pursuant thereto as at close of the month
approval date (dd/mm/yyyy) and -		Movement duri	ng the month			as at close of the month
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share	Grunted	Encretised	Cullectica	Eupsea		
option scheme						
(02/01/2012)						
(03/01/2013)	NT'1	NT'1	NT'1	NT'1	NT'1	100 150 600
Ordinary shares	Nil	Nil	Nil	Nil	Nil	180,159,600
(Note 1)						
2. N/A						
(/ /)						
shares						
(Note 1)						
3. N/A						
shares						
(Note 1)						
(Ivole 1)		Т	tal (Ordin	ame ale ana a)	N1:1	
		10	otal A. (Ordin			
				nce shares)		
				Other class)	N/A	
Total funds raised dur		from exercise o				
options (State currenc	cy)		HK\$Nil			

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal value at nominal close of value 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
<u>1. N/A</u>					
(/ /) Stock code (if listed) Class of shares issuable (Note 1)					
Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 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	(/ /)				
Class of shares issuable (<i>Note 1</i>)					
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
	Total	(Prefere	nary shares) <u>N/A</u> ence shares) <u>N/A</u> Other class) <u>N/A</u>		

For Main Board and GEM listed issuers

Class and description		urrency o amount utstandin		of	ount at close preceding month	Converted during the month	Amount at close of the month	shares of issuer issued during the month pursuant thereto	shares of issuer which may be issued pursuant thereto as at close of the month
1. Convertible Notes (due 2017)									
(Remark 2)	 H	KD		58,00	00,000	Nil	58,000,000	Nil	(Remark 1) 56,695,992
Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Conversion Subscription price EGM approval date (if applicable) (dd/mm/yyyy)) 2. N/A	KD1	N/A Drdinary .023 per to adjus N/A	sha		- - -				
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 C. (Ordi	nary shares)	Nil	

	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	thereto	as at close of the month
1. N/A		
(/ /) shares (Note 1)		
2. N/A		
(/ /)	-	
shares (Note 1)		
3. <u>N/A</u>		
	-	
(/ /) shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares) (Other class)	N/A N/A	
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Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

	Type of Issue	Issued Share Capital				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 of shares issuable (<i>Note 1</i>)	N/A			
1.	Rights issue	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Class of shares issuable (<i>Note 1</i>)	N/A			
2.	Open offer	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Class of shares issuable (Note 1)	N/A			
3.	Placing	At price : HKD	_ Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			AGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Class of shares issuable (<i>Note 1</i>)	N/A			
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A

Other Movements in Issued Share Capital

	Type of Issue		For Main Bo	bard and GEM listed is No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of
		Class of shares issuable (<i>Note 1</i>)	N/A	_	
5.	Scrip dividend At price : State currency —	Issue and allotment date : (dd/mm/yyyy)	(/ /)	
		EGM approval date: (dd/mm/yyyy)	(/ /) N/A	N/A
		Class of shares repurchased (Note 1)	N/A		
6.	Repurchase of shares	Cancellation date : (dd/mm/yyyy)	(/ /)	
		EGM approval date: (dd/mm/yyyy)	(/ /) N/A	N/A
		Class of shares redeemed (Note 1)	N/A		
7.	Redemption of shares	Redemption date : (dd/mm/yyyy)	(/ /)	
		EGM approval date: (dd/mm/yyyy)	(/ /) N/A	N/A
		Class of shares issuable (Note 1)	N/A		
8.	Consideration issue At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)	
		EGM approval date: (//)	(/ /) N/A	N/A

				For Main Boar	d and GEM listed is	
	Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	shares of
9.	Capital reorganisation (Share subdivision)		Class of shares issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	N/A (/ /) (/ /)	N/A	N/A
10.	Other (Please specify)	At price : State	Class of shares issuable (<i>Note 1</i>) — Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	N/A (/ /) (/ /)	N/A	N/A
				Ordinary share reference share (Other clas	es) N/A	-

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

Remarks (if any):

 Nowithstanding 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-divsion 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.

2. On 9 December 2016, the board of directors of the Company resolved to extend the maturity date of the convertible notes by one year, from 17 December 2016 to 17 December 2017 or if that is not a business day, the first business day thereafter and the Company has served prior written notice to all noteholders of the convertible notes pursuant to the terms of the convertible notes to effect such extension. No other terms and conditions of the convertible notes have been amended.

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.