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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the shareholders of Quali-Smart Holdings Limited (the “**Company**”) will be held at Unit 101, First Commercial Building, 33-35 Leighton Road, Causeway Bay, Hong Kong on Tuesday, 12 January, 2016 at 10 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions which will be proposed as ordinary resolutions:

ORDINARY RESOLUTIONS

- 1 “**THAT:** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Sub-divided Ordinary Shares (as hereafter defined), each of the issued and unissued ordinary shares of US\$0.0001 each in share capital of the Company be and is hereby sub-divided into four (4) ordinary shares of US\$0.000025 each (the “**Sub-divided Ordinary Shares**”) 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, with effect from the business day which is a settlement day for the trading of shares of the Company on the Stock Exchange immediately following the date on which this resolution is passed (the “**Share Sub-division**”) and that any director of the Company (the “**Director(s)**”) be authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by the Director in his/her absolute discretion to be incidental to, ancillary to or in connection with the matters contemplated in, for completion of the Share Sub-division including but not limited to, to cancel any existing share certificates and to issue new share certificates in respect of the Sub-divided Ordinary Shares to holders of the existing ordinary shares of the Company pursuant to the Share Sub-division.”

* *For identification purposes only*

- 2 “**THAT:** the terms and conditions of the sale and purchase agreement dated 27 November 2015 (the “**Agreement**”, a copy of which has been produced to the meeting marked “**A**” and signed by the chairman of the meeting for the purpose of identification) entered into between the Company (the “**Vendor**”) and Grandrich International Limited (the “**Purchaser**”) in relation to the purchase of the entire issued share capital of Victor Gold Investments Limited by the Purchaser from the Vendor for a total consideration of HK\$70,000,000 be and are hereby approved, ratified and confirmed; and the board of directors of the Company (the “**Board**”) be and are hereby generally and unconditionally authorised to do all such acts and things and execute all such documents as it considers necessary or expedient or desirable in connection with or to give effect to the Agreement and to implement the transactions contemplated thereunder pursuant to the terms and conditions of the Agreement and to agree to such variation, amendments or waivers of matters relating thereto as are, in the opinion of the Board, in the interests of the Company.”

By Order of the Board
QUALI-SMART HOLDINGS LIMITED
Ng Kam Seng
Executive Director

Hong Kong, 23 December, 2015

Notes:

1. A shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint a proxy in respect of the whole or any part of his holding of shares to attend and vote in his stead. A proxy need not be a shareholder of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, 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 adjourned meeting, and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution.
3. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting, and in such event the instrument appointing a proxy shall be deemed to be revoked.

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.