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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)

PROFIT WARNING

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

The Board wishes to inform the Shareholders and potential investors that, based on the information currently available, the Group is expected to record a substantial decrease in its net profit to a net loss for the six months ending 30 September 2015 as compared to the net profit of approximately HK\$16.8 million for the six months ended 30 September 2014 mainly as a result of (i) a decrease in revenues of the Group's toy OEM business of approximately 7.2% leading to a decrease in gross profit; (ii) an expected net loss on financial assets arising from change in fair value of Renminbi forward contracts under the prevailing exchange rate and certain investments in listed securities; (iii) consolidated net loss arising from consolidating the results of the PMT Group; (iv) amortisation of intangible assets arising from the acquisition of the PMT Group; (v) additional finance costs arising from the convertible bonds and promissory notes issued for the acquisition of the PMT Group and (vi) an increase in staff costs arising from the equity settled share-based payment expenses related to the additional grant of share options.

The information contained in this profit warning announcement is based on the preliminary assessment by the management of the Company on the latest information currently available to it and is not based on any figures or information which have been reviewed or audited by the Company's auditors.

Shareholders and potential investors are advised to exercise caution when dealing in the shares in the Company.

This announcement is made by Quali-Smart Holdings Limited (the "**Company**") together with its subsidiaries, the "**Group**") pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

The board of directors of the Company (the "**Board**") wishes to inform shareholders of the Company (the "**Shareholders**") and potential investors that, based on the information currently available, the Group is expected to record a substantial decrease in its net profit to a net loss for

the six months ending 30 September 2015 as compared to the net profit of approximately HK\$16.8 million for the six months ended 30 September 2014 (the “**Previous Period**”). The expected net loss is mainly attributable to (i) a decrease in revenues of the Group’s toy OEM business of approximately 7.2% when compared with the Previous Period leading to a decrease in gross profit; (ii) an expected net loss on financial assets arising from change in fair value of Renminbi forward contracts under the prevailing exchange rate and certain investments in listed securities; (iii) consolidated net loss arising from consolidating the results of the Pulse MediaTech Limited and its subsidiaries (the “**PMT Group**”); (iv) amortisation of intangible assets arising from the acquisition of the PMT Group; (v) additional finance costs arising from the convertible bonds and promissory notes issued for the acquisition of the PMT Group and (vi) an increase in staff costs arising from the equity settled share-based payment expenses related to the additional grant of share options.

The information contained in this profit warning announcement is based on the preliminary assessment by the management of the Company on the latest information currently available to it and is not based on any figures or information which have been reviewed or audited by the Company’s auditors. Details of the interim results of the Group for the six months ended 30 September 2015 are expected to be published before 30 November 2015.

Shareholders and potential investors are advised to exercise caution in dealing in the shares in the Company.

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

Hong Kong, 23 September 2015

As at the date of this announcement, the Board consists of 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. Wang Zhao as non-executive Directors; Mr. Leung Po Wing, Bowen Joseph GBS, JP and Mr. Chan Siu Wing, Raymond as independent non-executive Directors.

** For identification purposes only*