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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)**

### **(1) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 12 JANUARY 2016 AND (2) SHARE SUB-DIVISION**

The Board is pleased to announce that all the resolutions proposed at the EGM held on Tuesday, 12 January 2016, were duly passed by the Shareholders by way of poll. As a result, the Share Sub-division shall become effective on 13 January 2016.

Reference is made to the circular (the “**Circular**”) of Quali-Smart Holdings Limited dated 23 December 2015. Unless the context otherwise requires, terms used in this announcement shall have the same meanings as those defined in the Circular.

#### **POLL RESULTS OF THE EGM**

The Board is pleased to announce that all the resolutions proposed at the EGM held on Tuesday, 12 January 2016 (the “**Resolutions**”) were duly passed by the Shareholders by way of poll. Tricor Investor Services Limited, the Company’s Hong Kong branch share registrar and transfer office, has acted as the scrutineer for vote-taking at the EGM. The results of the voting are as follows:

<b>Ordinary Resolution (note)</b>	<b>Number of Votes (Shares)</b> <i>(approximate % of votes cast)</i>	
	<b>For</b>	<b>Against</b>
1. To approve the Share Sub-division of each issued and unissued ordinary share of US\$0.0001 each in the share capital of the Company into four (4) ordinary dshares of US\$0.000025 each, 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.	233,704,204 (100%)	0 (0%)

2. To dispose of the entire issued share capital of Victor Gold Investments Limited by the Company to Grandrich International Limited for a total consideration of HK\$70,000,000.	168,908,204 (100%)	0 (0%)
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*Note : The full text of the Resolution is set out in the notice of the EGM.*

As at the date of the EGM, (i) the total number of Shares in issue was 361,695,000; (ii) Mr. Lau, the Executive Chairman of the Company, is personally interested in 720,000 Shares; (iii) Madam Li, a non-executive Director of the Company and the spouse of Mr. Lau, is personally interested in 720,000 Shares; and (iv) Smart Investor Holdings Limited, which is interested by Mr. Lau and Madam Li as to 67.4% and 32.6% respectively, is interested in 120,716,000 Shares.

In respect of Ordinary Resolution No. 1 set out in the notice of EGM in respect of the Share Sub-division, since none of the Shareholders was required to abstain from voting on this resolution, the total number of Shares entitling Shareholders to attend and to vote for or against this resolution was 361,695,000 Shares.

In respect of Ordinary Resolution No. 2 set out in the notice of EGM in respect of the Disposal, as each of Mr. Lau and Madam Li has a material interest in the Disposal, each of Smart Investor Holdings Limited, which was interested by Mr. Lau and Madam Li as to 67.4% and 32.6% respectively, the controlling shareholder which owns approximately 33.8% in the issued share capital of the Company, Mr. Lau and Madam Li have abstained from voting at the EGM. Accordingly, at the date of the EGM, the total number of Shares in issue which are required under the Listing Rules to abstain from voting in Ordinary Resolution No. 2 was 122,156,000 where the total number of Shares entitling the Independent Shareholders to vote for or against the Ordinary Resolution No. 2 was 239,039,000 (representing approximately 66.2% of the 361,695,000 Shares in issue at the date of the EGM).

Save as disclosed herein, no other Shareholders were required to abstain from voting on the Resolutions at the EGM under the Listing Rules and there were no Shares entitling the holders thereof to attend and abstain from voting in favour of the Resolutions at the EGM as set out in Rule 13.40 of the Listing Rules. No Shareholder stated their intention in the Circular to vote against the Resolutions at the EGM.

As more than 50% of the votes were cast in favour of each of the Resolutions, the Resolutions were duly passed as ordinary resolutions of the Company at the EGM.

## SHARE SUB-DIVISION

As all of the conditions as stated in the Circular have been fulfilled as at the date of this announcement, the Share Sub-division will become effective on Wednesday, 13 January 2016, as set out in the expected time table in relation to the proposed Share Sub-division in the Circular. Dealing of the Sub-divided Shares will commence with effect from 9:00 a.m. on Wednesday, 13 January 2016 and the Shareholders may exchange the existing share certificates in yellow colour for new share certificates in green colour free of charge at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 22 Hopewell Centre, 183 Queen's Road East, Hong Kong, during business hours from Wednesday, 13 January 2016 to Tuesday, 23 February 2016 (both dates inclusive). Please refer to the Circular for the details of the timetable and the trading arrangements in respect of the Share Sub-division.

By Order of the Board  
**Quali-Smart Holdings Limited**  
**Ng Kam Seng**  
*Executive Director*

Hong Kong, 12 January 2016

*At the date of this announcement, the Board consists of Mr. Lau Ho Ming, Peter (Executive Chairman), Mr. Poon Pak Ki, Eric, Mr. Ng Kam Seng and Mr. Chu, Raymond as the executive Directors; Ms. Li Man Yee, Stella as the non-executive Director; and Mr. Leung Po Wing, Bowen Joseph GBS, JP, Mr. Chan Siu Wing, Raymond and Mr. Wong Wah On, Edward as the independent non-executive Directors.*

\* *For identification purpose only*