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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 consolidated net loss of the Group for the six months ended 30 September 2016 is expected to increase substantially as compared with the consolidated net loss of the Group of about HK\$0.4 million for the corresponding period ended 30 September 2015.

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 consolidated net loss of the Group for the six months ended 30 September 2016 (the “**Current Period**”) is expected to increase substantially as compared with the consolidated net loss of the Group of about HK\$0.4 million for the corresponding period ended 30 September 2015 (the “**Previous Period**”). The expected widening in net loss is mainly attributable to the following reasons:

- (1) the Group is expected to record additional consolidated net loss of about HK\$15.3 million for the Current Period as a result of the consolidation of the results of Crosby Securities Limited and Crosby Asset Management (Hong Kong) Limited (together, the “**Crosby Group**”), which may be further affected by any changes in market prices of the listed securities held by the Crosby Group prior to the end of the Current Period. As the acquisition of the Crosby Group was only completed in November 2015, its results were not included in the Group’s accounts during the Previous Period; and
- (2) the Group is expected to record an increase in finance costs of about HK\$1.5 million for the Current Period arising from the promissory notes issued for the acquisition of the Crosby Group, which were absent in the Previous Period. The Group is also expected to record an increase in staff costs of about HK\$11.6 million for the Current Period mainly arising from the non-cash, equity-settled share-based payment expenses related to the share options granted, amongst others.

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 2016 are expected to be published before 30 November 2016.

**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, 28 September 2016

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