
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Quali-Smart Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

QUALI-SMART HOLDINGS LIMITED

滙達富控股有限公司 *

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1348)

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Quali-Smart Holdings Limited (the “**Company**”) to be held at 5/F., Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong on Wednesday, 28 August 2024 at 11:00 a.m. (the “**AGM**”) is set out on pages 15 to 19 of this circular. Whether or not you are able to attend and vote at the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

* For identification purpose only

CONTENTS

	<i>Page</i>
DEFINITIONS	1
 LETTER FROM THE BOARD	
Introduction	3
General Mandates	4
Explanatory Statement	4
Re-election of Directors	5
Annual General Meeting	6
Voting by Poll	6
Closure of Register of Members	6
Responsibility Statement	6
Recommendation	7
APPENDIX I – EXPLANATORY STATEMENT	8
APPENDIX II – BIOGRAPHIES OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED.	12
NOTICE OF ANNUAL GENERAL MEETING	15

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“AGM”	the annual general meeting of the Company to be held at 5/F., Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong, on Wednesday, 28 August 2024 at 11:00 a.m.
“Articles of Association”	the existing articles of association of the Company
“Audit Committee”	audit committee of the Board
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Business Day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for business
“Board”	the board of Directors of the Company
“Company”	Quali-Smart Holdings Limited (stock code: 1348)
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Corporate Governance Committee”	the corporate governance committee of the Board
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong Dollars, the lawful currency of the HKSAR
“Hong Kong” or “HKSAR”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	24 July 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information disclosed herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Madam Li”	Madam Li Man Yee, Stella, the spouse of Mr. Lau

DEFINITIONS

“Mr. Lau”	Mr. Lau Ho Ming, Peter, the spouse of Madam Li
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	the general mandate to be granted to the Directors to exercise the power of the Company to repurchase Share up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing resolution no. 8 set out in the notice convening the AGM
“Share Option Scheme”	the share option scheme adopted by the Company on 3 January 2013, as amended from time to time
“Shareholders”	registered holder(s) of the issued Shares
“Shares”	the ordinary shares of US\$0.000025 each in the capital of the Company
“Smart Investor”	Smart Investor Holdings Limited, one of the substantial Shareholders, a company incorporated in the British Virgin Islands with limited liability, which is owned as to approximately 67.4% and 32.6% by Mr. Lau and Madam Li respectively as at the Latest Practicable Date
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“US\$”	United States Dollars, the lawful currency of the United States of America
“%”	per cent

LETTER FROM THE BOARD

QUALI-SMART HOLDINGS LIMITED

滙達富控股有限公司 *

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1348)

Executive Directors:

Mr. Chu, Raymond (*Chairman*)

Mr. Poon Pak Ki, Eric

Mr. Hau Yiu Por

Ms. Tang Yuen Ching, Irene

Independent Non-Executive Directors:

Mr. Leung Po Wing, Bowen Joseph *GBS, JP*

Mr. Chan Siu Wing, Raymond

Mr. Wong Wah On, Edward

Registered Office:

Cricket Square

Hutchins Drive

P. O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Principal Place of Business in Hong Kong:

Workshop C on 19/F

TML Tower

3 Hoi Shing Road

Tsuen Wan

New Territories

Hong Kong

30 July 2024

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding ordinary resolutions to be proposed at the AGM to (a) grant to the Directors general mandates to issue and repurchase Shares of the Company and (b) re-elect the retiring Directors.

* For identification purpose only

LETTER FROM THE BOARD

GENERAL MANDATES

By ordinary resolutions of the Shareholders passed at the last annual general meeting on 28 August 2023, general unconditional mandates were given to the Directors to:

- (i) allot, issue and deal with additional Shares with an aggregate nominal amount of not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue at the date of passing the relevant resolution;
- (ii) exercise all the powers of the Company to repurchase Shares with an aggregate nominal amount of not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue at the date of passing the relevant resolution; and
- (iii) extend the general mandate as mentioned in sub-paragraph (i) above by the additional amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the general mandate as mentioned in sub-paragraph (ii) above.

The above general mandates will lapse at the conclusion of the AGM. It is therefore proposed to seek your approval to renew these general mandates by way of ordinary resolutions at the AGM.

The relevant resolutions are set out as resolutions nos. 7 to 9 in the notice of the AGM. The general mandates, if refreshed at the AGM, will be valid up to: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law to be held; or (c) the revocation or variation of these resolutions by an ordinary resolution of the Shareholders at a general meeting, whichever occurs first.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,474,232,000 Shares of US\$0.000025 each.

Subject to the passing of resolution no. 7 in relation to the general mandate to issue additional Shares and on the assumption that no further Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the general mandate to issue a maximum of 294,846,400 Shares, representing 20% of issued share capital of the Company as at the Latest Practicable Date.

EXPLANATORY STATEMENT

The explanatory statement, required by the Listing Rules to be sent to Shareholders in connection with the Repurchase Mandate, is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate at the AGM.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with Article 84 of the Articles of Association, the Directors retiring by rotation at the AGM are Mr. Wong Wah On, Edward (“**Mr. Wong**”) and Mr. Poon Pak Ki, Eric (“**Mr. Poon**”) who, being eligible, offer themselves for re-election.

In accordance with Article 83(3) of the Articles of Association, Ms. Tang Yuen Ching, Irene (“**Ms. Tang**”) was appointed as an executive Director on 9 November 2023 and shall hold office until the AGM, being eligible, offer herself for re-election.

Save for the information set out in this circular and as far as the Board is aware, there is no information to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor any other matters that need to be brought to the attention of the Shareholders in connection with their appointment.

The Nomination Committee has considered the proposed re-election of each of Mr. Wong, Mr. Poon and Ms. Tang, taking into consideration factors such as the diversity policy of the Company, the perspectives, skills and experiences of Mr. Wong, Mr. Poon and Ms. Tang, and the contributions of each of them, the Nomination Committee recommended to the Board that the re-election of Mr. Wong, Mr. Poon and Ms. Tang be proposed to the Shareholders for approval at the AGM. Furthermore, based on the Nomination Committee’s assessment and the annual written confirmation of independence provided by Mr. Wong satisfies the independence requirements under Rule 3.13 of the Listing Rules.

The biographical information of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

According to code provision B.2.3 of the Corporate Governance Code set out in Appendix 14 to the Listing Rules, if an independent non-executive Director has served for more than nine years, any further appointment of such independent non-executive Director should be subject to a separate resolution to be approved by the Shareholders. The papers to shareholders accompanying that resolution should state why the board (or the nomination committee) believes that the director is still independent and should be re-elected, including the factors considered, the process and the discussion of the board (or the nomination committee) in arriving at such determination.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

A notice of the AGM is set out on pages 15 to 19 of this circular.

A form of proxy for the AGM is enclosed. Whether or not you are able to attend and vote at the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

None of the Shareholders is required to abstain from voting at the AGM, pursuant to the Listing Rules and/or the Bye-laws.

VOTING BY POLL

All the resolutions set out in the notice of the AGM would be decided by poll in accordance with the Listing Rules. The chairman of the AGM would explain the detailed procedures for conducting a poll at the commencement of the AGM.

The poll results will be published on both the Company's website at www.quali-smart.com.hk and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the conclusion of the AGM.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlements of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 22 August 2024 to Wednesday, 28 August 2024 (both days inclusive), during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 21 August 2024. Shareholders whose names appear on the Company's register of members on Wednesday, 28 August 2024 will be eligible to attend and vote at the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors, including the independent non-executive Directors, are of the opinion that the proposals referred to above are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of
Quali-Smart Holdings Limited
Chu, Raymond
Chairman and Executive Director

This explanatory statement contains all the information required pursuant to the Listing Rules to be given to Shareholders to enable them to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate.

1. SHARE CAPITAL OF THE COMPANY

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,474,232,000 Shares of US\$0.000025 each.

Subject to the passing of the resolution in relation to the Repurchase Mandate and on the assumption that no further Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 147,423,200 Shares, representing 10% of issued share capital of the Company as at the Latest Practicable Date.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and Shareholders to have a general authority from Shareholders to enable the Directors to repurchase Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum and articles of association of the Company and the applicable laws and regulations of the Cayman Islands.

If the Repurchase Mandate is exercised in full, there might be a material adverse effect on the working capital or gearing position of the Group as compared with the position disclosed in the audited consolidated financial statements for the year ended 31 March 2024. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, under the circumstances, have a material adverse effect on the working capital requirements or gearing levels of the Group which in the opinion of the Directors are from time to time appropriate for the Group unless the Directors determine that such repurchases are, taking into account of all relevant factors, in the best interests of the Company and its Shareholders.

4. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases under the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

5. CONNECTED PERSONS AND ASSOCIATES

As at the Latest Practicable Date, none of the Directors, nor to the best of their knowledge having made all reasonable enquiries, any of their associates has a present intention to sell Shares to the Company under the Repurchase Mandate if the Repurchase Mandate is approved by Shareholders.

As at the Latest Practicable Date, no connected person has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by Shareholders.

6. SHARE REPURCHASES MADE BY THE COMPANY

The Company has not repurchased any Shares in the six months immediately preceding the Latest Practicable Date.

7. SHARE PRICES

The highest and lowest prices at which Shares have been traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

Year	Month	Highest Traded Price (HK\$)	Lowest Traded Price (HK\$)
2023	July	0.079	0.055
	August	0.070	0.053
	September	0.063	0.041
	October	0.070	0.043
	November	0.068	0.035
	December	0.042	0.033
2024	January	0.045	0.025
	February	0.080	0.025
	March	0.068	0.051
	April	0.067	0.048
	May	0.078	0.045
	June	0.083	0.062
	July (up to Latest Practicable Date)	0.081	0.049

8. EFFECT OF TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could, depending on the level of increase in shareholding interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company as required under Section 336 of the Securities Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and so far as the Directors are aware, the substantial Shareholders are as follows:

Name	Number of Shares held	Percentage of shareholding <i>(Note 1)</i>	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full <i>(Note 1)</i>
Smart Investor Holdings Limited	482,864,000 <i>(Note 2)</i>	32.75%	36.39%
Mr. Lau Ho Ming, Peter	9,600,000	0.65%	0.72%
Madam Li Man Yee, Stella	9,600,000	0.65%	0.72%
Silver Pointer Limited	106,880,000	7.25%	8.06%
Benefit Global Limited	218,463,111 <i>(Note 3)</i>	14.82%	16.47%
Clearfield Global Limited	218,463,111 <i>(Note 3)</i>	14.82%	16.47%
BlackPine Private Equity Partners G. P. Limited	218,463,111 <i>(Note 3)</i>	14.82%	16.47%
Chu Sheng Yu, Lawrence	218,463,111 <i>(Note 3)</i>	14.82%	16.47%
	672,000 <i>(Note 4)</i>	0.05%	0.05%

Notes:

1. Total number of 1,474,232,000 Shares in issue as at the Latest Practicable Date has been used for the calculation for the approximate percentage.
2. These Shares are registered in the name of Smart Investor, a company owned as to approximately 67.4% by Mr. Lau and approximately 32.6% by Madam Li.
3. 111,111,111 Shares out of 218,463,111 Shares are the underlying Shares representing the total number of conversion Shares convertible under the convertible note issued on 16 May 2023 by the Company to Benefit Global Limited, a company wholly-owned by Clearfield Global Limited, which is in turn wholly-owned by BlackPine Private Equity Partners G.P. Limited and ultimately wholly-owned by Mr. Chu Sheng Yu, Lawrence. The balance of 107,352,000 Shares are direct Shares registered in the name of Benefit Global Limited.
4. 672,000 Shares are registered in the name of Mr. Chu Sheng Yu, Lawrence in his personal capacity.

On the basis of 1,474,232,000 Shares in issue as at the Latest Practicable Date and assuming there is no further issue or repurchase of Shares during the period from the Latest Practicable Date up to and including the date of the AGM, the percentage shareholding of Smart Investor would increase from approximately 32.8% to approximately 36.4% of the issued share capital of the Company if the Repurchase Mandate was exercised in full. Accordingly, Smart Investor, together with Mr. Lau Ho Ming, Peter and Madam Li Man Yee, Stella, who are parties acting in concert with Smart Investor, will be required under the Takeovers Code to make an offer for all the issued securities of the Company pursuant to such increase. However, the Directors have no present intention to exercise the Repurchase mandate to such extent so as to result in triggering takeover obligation or the public holding of Shares would be reduced below 25% of the issued share capital of the Company.

Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

APPENDIX II BIOGRAPHIES OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. Wong Wah On, Edward, aged 60, was appointed as an independent non-executive Director and a member of the Audit Committee on 24 September 2015. On 9 November 2023, Mr. Wong was further appointed as a member of the Nomination Committee and the Remuneration Committee.

Mr. Wong is currently an executive director of Feishang Anthracite Resources Limited (stock code: 1738), a company listed on the Main Board of the Stock Exchange. He is also a director, the chairman and the chief executive officer of China Natural Resources, Inc. (“CHNR”), a company listed on NASDAQ (stock code: CHNR). He was previously the financial controller, chief financial officer, executive director and company secretary of the CHNR group for over 20 years until January 2014. He has also served as a partner of a certified public accountants’ firm in Hong Kong since July 1995. From October 1992 to December 1994, Mr. Wong was the deputy finance director of Hong Wah (Holdings) Limited, a private investment company. From July 1988 to October 1992, Mr. Wong worked at the audit department of Ernst & Young, Hong Kong, providing professional auditing services to clients in a variety of business sectors.

Mr. Wong graduated from The Hong Kong Polytechnic University with a professional diploma in company secretaryship and administration in 1988. He was accredited as a certified public accountant (practising) by the Hong Kong Institute of Certified Public Accountants in September 1993, and was admitted as a fellow member in November 1999. He was also a fellow member of the Association of Chartered Certified Accountants and an associate member of The Hong Kong Chartered Governance Institute (formerly known as Hong Kong Institute of Chartered Secretaries).

A letter of appointment in respect of Mr. Wong’s directorship was entered into for a fixed term of service of 1 year subject to renewal and retirement by rotation at least once every three years, pursuant to the Articles of Association. He is entitled to a fee of HK\$198,000 per annum which is determined with reference to his duties and responsibilities with the Company and the prevailing comparable compensations in the market. Either the Company or Mr. Wong may terminate the said service appointment by giving not less than one month notice in writing to the other.

At the Latest Practicable Date, Mr. Wong was not interested in the Shares of the Company and was interested in 1,400,000 underlying shares of the Company in respect of the Shares exercisable under the Share Option Scheme, representing 0% and 0.1% of the total issued share capital of the Company Shares.

Except as otherwise disclosed herein, Mr. Wong has not held any other directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas and does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company or any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

APPENDIX II BIOGRAPHIES OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. Poon Pak Ki, Eric, aged 57, was appointed as an executive Director on 3 January 2013. Mr. Poon is a member of the Corporate Governance Committee. On 9 November 2023, Mr. Poon was further appointed as a member of the Nomination Committee and the Remuneration Committee. He is responsible for the financial and accounting matters and general administration in the Group. Prior to joining the Group in November 1996, Mr. Poon worked for an audit firm as audit clerk from February 1987 to May 1990. He also has experience over 30 years in accounting and administration for a toy manufacturing company.

Mr. Poon obtained his Bachelor's Degree in Accountancy from The Bolton Institute of Higher Education, the United Kingdom (now known as University of Bolton) in August 2004. In May 2017, Mr. Poon was admitted as a member of The Institute of Public Accountants and an associate of The Institute of Financial Accountants. On 30 August 2019, Mr. Poon was admitted as an associate member of The Association of International Accountants.

A service agreement in respect of Mr. Poon's directorship was entered into for a fixed term of service of 3 years effective on 3 January 2022 subject to renewal and retirement by rotation at least once every three years, pursuant to the Articles of Association. He is entitled to a monthly salary of HK\$40,000. He is also entitled to participate in the Company's pension scheme and discretionary bonus. His remuneration is determined with reference to his duties and responsibilities with the Company and the prevailing comparable compensations in the market.

At the Latest Practicable Date, Mr. Poon was personally interested in 7,896,000 Shares and 12,900,000 underlying shares of the Company in respect of the Shares exercisable under the Existing Share Option Scheme, representing 0.5% and 0.9% of the total issued share capital of the Company.

Except as otherwise disclosed herein, Mr. Poon has not held any other directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas and does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company or any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

APPENDIX II BIOGRAPHIES OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

Ms. Tang Yuen Ching, Irene, aged 54, was appointed as the company secretary of the Company on 24 March 2015 and an executive Director and a member of the Corporate Governance Committee on 9 November 2023.

Ms. Tang has extensive experience in company secretarial practices in respect of listed companies in Hong Kong and also has more than 20 years of experiences in the financial reporting and auditing field. Ms. Tang is also as the company secretary of Apex Ace Holding Limited (stock code 6036), a company listed on the main board of the Stock Exchange.

Ms. Tang holds a Bachelor of Business Administration (Honours) in Accountancy from the Hong Kong Polytechnic University and is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of the Chartered Certified Accountants.

A service agreement in respect of Ms. Tang's directorship was entered for a fixed term of 3 years effective on 9 November 2023, subject to renewal and retirement by rotation at least once every three years, pursuant to the Articles of Association. She is entitled to a monthly salary and allowances of HK\$42,000 plus discretionary bonus as the company secretary of the Company which is determined with reference to her duties and responsibilities and the prevailing comparable compensations in the market.

At the Latest Practicable Date, Ms. Tang was not interested in the Shares of the Company and was interested in 1,200,000 underlying shares of the Company in respect of the Shares exercisable under the Share Option Scheme, representing 0% and 0.1% of the total issued share capital of the Company Shares.

Except as otherwise disclosed herein, Ms. Tang has not held any other directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas and does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company or any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

NOTICE OF ANNUAL GENERAL MEETING

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 IS HEREBY GIVEN that the annual general meeting of Quali-Smart Holdings Limited (the “**Company**”) will be held at 5/F., Capital Centre, 151 Gloucester Road, Wanchai, Hong Kong, on Wednesday, 28 August 2024 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and adopt the audited consolidated financial statements and the report of the Directors and the Independent Auditor for the year ended 31 March 2024;
2. To re-elect Mr. Wong Wah On, Edward as an independent non-executive Director;
3. To re-elect Mr. Poon Pak Ki, Eric as an executive Director;
4. To re-elect Ms. Tang Yuen Ching, Irene as an executive Director;
5. To authorise the Directors to fix the their remuneration;
6. To re-appoint BDO Limited as the Auditor and to authorise the Directors to fix their remuneration;
7. To consider and, if thought fit, pass with or without amendments the following ordinary resolution:

“THAT:

- (A) subject to paragraph (C) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company, and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (C) the aggregate nominal amount of the share capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (A) above, otherwise than pursuant to (i) a Rights Issue (as defined below), (ii) the exercise of share options granted under the share option scheme of the Company adopted on 3 January 2013, and (iii) any scrip dividend scheme or similar arrangements providing for the allotment of shares in lieu of the whole or part of any dividend on shares in the capital of the Company pursuant to the articles of association of the Company from time to time, shall not exceed the sum of 20% of the aggregate nominal value of the share capital of the Company in issue at the date of passing this resolution and the approval in paragraph (A) shall be limited accordingly;
- (D) the approval in paragraph (A) above shall be additional to the authority given to the Directors at any time to allot and issue additional Shares; and
- (E) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company at a general meeting.

“**Rights Issue**” means an offer of shares or an offer or issue of warrants or options to subscribe for shares open for a period fixed by the Directors to the shareholders of the Company whose name appear on the register of members of the Company on a fixed record date in proportion to their then holdings of shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in, or in any territory outside Hong Kong or the expense or delay that may be incurred in the determination of any such restrictions or obligations).”

NOTICE OF ANNUAL GENERAL MEETING

8. To consider and, if thought fit, pass with or without amendments the following ordinary resolution:

“THAT:

- (A) subject to paragraph (C) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase its shares on The Stock Exchange of Hong Kong Limited or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited for this purpose, subject to and in accordance with all applicable laws, rules and regulations of the Stock Exchange of Hong Kong Limited or any other stock exchange, be and is hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) above shall authorise the Directors to procure the Company to repurchase the shares in the Company at such prices as the Directors may at their discretion determine;
- (C) the aggregate nominal amount of the shares in the Company to be repurchased by the Company pursuant to the approval in paragraph (A) above during the Relevant Period shall not exceed 10% of the aggregate nominal value of the share capital of the Company in issue at the date of passing this resolution and the approval in paragraph (A) above shall be limited accordingly; and
- (D) for the purposes of this resolution, “Relevant Period” means the period from the date of passing of this resolution until the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable law to be held; or
 - (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company at a general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

9. To consider and, if thought fit, pass with or without amendments the following resolution:

“**THAT**, conditional upon the passing of resolution no. 7 and 8 the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional shares in the capital of the Company under resolution no. 7 be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate, of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 8.”

By order of the Board
Quali-Smart Holdings Limited
Tang Yuen Ching Irene
Company Secretary

Hong Kong, 30 July 2024

As at the date of this notice, the Board comprises Mr. Chu, Raymond (Chairman), Mr. Poon Pak Ki, Eric, Mr. Hau Yiu Por and Ms. Tang Yuen Ching, Irene as executive Directors; 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.

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member entitled to attend and vote at the Meeting may appoint another person as his proxy to attend and vote on his behalf. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy needs not be a member of the Company.
2. The form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof shall be delivered to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
3. Where there are joint holders, any one of such joint holders may vote, either in person or by proxy, at the Meeting in respect of the share as if he were solely entitled thereto, but if more than one of such joint holders be present at the Meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
4. Delivery of the form of proxy shall not preclude a member from attending and voting in person at the Meeting and in such event, the form of proxy shall be deemed to be revoked.
5. The register of members of the Company will be closed for the purposes of determining the eligibility to attend the Meeting as follows:

For determining eligibility to attend and vote at the Meeting:

Latest time to lodge transfer documents for registration 4:30 p.m. on Wednesday, 21 August 2024

Closure of register of members Thursday, 22 August 2024 to Wednesday, 28 August 2024
(both dates inclusive)

Record date Wednesday, 28 August 2024

From 22 August 2024 to 28 August 2024, both days inclusive, during the above closure periods, no transfer of shares will be effected. In order to ascertain the right to be eligible to attend the Meeting, all share transfers, accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Wednesday, 21 August 2024 the aforementioned latest time.

6. A circular containing important information concerning the resolutions, as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, will be dispatched to shareholders of the Company.