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**ZHONGTAI INTERNATIONAL
INVESTMENT GROUP LIMITED**

中泰國際投資集團有限公司

(Incorporated in the British Virgin Islands with limited liability)

QUALI-SMART HOLDINGS LIMITED

滙達富控股有限公司 *

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1348)

JOINT ANNOUNCEMENT

(1) RESIGNATION OF JOINT FINANCIAL ADVISER TO THE OFFEROR; AND

(2) UPDATE IN RELATION TO

**POSSIBLE UNCONDITIONAL MANDATORY CASH OFFERS BY
HAITONG INTERNATIONAL SECURITIES COMPANY LIMITED**

**ON BEHALF OF THE OFFEROR TO ACQUIRE ALL THE ISSUED SHARES
AND ALL OUTSTANDING CONVERTIBLE NOTES, AND TO**

**CANCEL ALL OUTSTANDING SHARE OPTIONS, OF
QUALI-SMART HOLDINGS LIMITED**

**(OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED
BY THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT)**

References are made to the joint announcement of Quali-Smart Holdings Limited (the “**Company**”) and Zhongtai International Investment Group Limited (the “**Offeror**”) dated 25 February 2018 in relation to, among other things, the Subscription and the Offers (the “**Joint Announcement**”); (ii) the joint announcement of the Company and the Offeror dated 18 March 2018 in relation to the delay in despatch of the Composite Document (the “**Delay Announcement**”); and (iii) subsequent announcements of the Company dated 28 March 2018, 3 April 2018, 30 April 2018, 31 May 2018 and 29 June 2018, and the joint announcements of the Company and the Offeror dated 20 April 2018, 18 May 2018 and 20 June 2018 in relation to, among other things, the Subscription and the Offers (items (ii) and (iii) collectively referred to as the “**Subsequent Announcements**”). Capitalised terms used herein have the same meanings as those defined in the Joint Announcement unless the context otherwise requires.

I. RESIGNATION OF JOINT FINANCIAL ADVISER TO THE OFFEROR

Zhongtai International Capital Limited (“**ZTI Capital**”) has resigned to act as the joint financial adviser to the Offeror in respect of the Offers with effect from 27 June 2018 due to its internal resources allocation arrangements. ZTI Capital confirmed that there is no matter in respect of its resignation which needs to be brought to the attention of the Shareholders. Haitong International Capital Limited (“**HTI Capital**”) will continue to act as the financial adviser to the Offeror in respect of the Offers, and Platinum Securities Company Limited will continue to act as the financial adviser to the Offeror in respect of the Subscription. Subject to Completion, Haitong International Securities Company Limited will, for and on behalf of the Offeror, make the Offers in accordance with the Takeovers Code on the basis set out in the Joint Announcement and the Subsequent Announcements. HTI Capital is satisfied that sufficient financial resources are, and will remain, available to the Offeror to satisfy the consideration for the Offeror Subscription Shares pursuant to the Subscription Agreement and its maximum payment obligation upon full acceptance of the Offers, and that sufficient financial resources are, and will remain, available to each of Subscriber A and Subscriber B to satisfy their respective consideration for their respective Subscription Shares pursuant to the Subscription Agreement.

Save as disclosed above and in the Subsequent Announcements, there have been no other changes to the information disclosed in the Joint Announcement.

II. UPDATE IN RELATION TO THE SUBSCRIPTION AND THE OFFERS

As set out in the Delay Announcement, an application has been made to the Executive under Rule 8.2 of the Takeovers Code for an extension of the time for despatch of the Composite Document. The Executive has consented to extending the latest time for despatch for the Composite Document to a date falling within seven days from the date of Completion or 5 November 2018, whichever is earlier.

As set out in the Joint Announcement, the making of the Offers is subject to Completion, and Completion is conditional upon the fulfilment or waiver (where applicable) of certain Subscription Conditions. As at the date of this joint announcement, save for condition (a) relating to the issuance of the Joint Announcement and condition (o) relating to the execution of the CN Irrevocable Undertakings by Benefit Global as set out in the section headed “(I) The Subscription – The Subscription Agreement – Conditions precedent” of the Joint Announcement, none of the Subscription Conditions has been satisfied.

Further announcement(s) will be made by the Company and/or the Offeror in accordance with the Listing Rules and the Takeovers Code as and when appropriate to inform the Shareholders, the Optionholders, the CN Holder and potential investors of the Company of any material developments relating to the Subscription and the Offers, and further announcement(s) will be made by the Company and/or the Offeror on a monthly basis to keep the Shareholders, the Optionholders, the CN Holder and potential investors of the Company updated on the Subscription and the Offers until the despatch of the Composite Document.

WARNING: THE OFFERS WILL ONLY BE MADE IF COMPLETION TAKES PLACE. COMPLETION IS SUBJECT TO FULFILMENT AND/OR WAIVER, AS APPLICABLE, OF THE SUBSCRIPTION CONDITIONS. ACCORDINGLY, THE OFFERS MAY OR MAY NOT BE MADE. SHAREHOLDERS, OPTIONHOLDERS, THE CN HOLDER AND/OR POTENTIAL INVESTORS OF THE COMPANY SHOULD THEREFORE EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY. PERSONS WHO ARE IN DOUBT AS TO THE ACTION THEY SHOULD TAKE SHOULD CONSULT THEIR LICENSED SECURITIES DEALERS OR REGISTERED INSTITUTIONS IN SECURITIES, BANK MANAGERS, SOLICITORS, PROFESSIONAL ACCOUNTANTS OR OTHER PROFESSIONAL ADVISERS.

For and on behalf of	By Order of the Board
Zhongtai International Investment Group Limited	Quali-Smart Holdings Limited
Ren Yanqing	Lau Ho Ming, Peter
<i>Director</i>	<i>Executive Chairman</i>

Hong Kong, 12 July 2018

As at the date of this joint announcement, the Board comprises 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: Madam 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.

As at the date of this joint announcement, the sole director of the Offeror is Mr. Ren Yanqing.

As at the date of this joint announcement, the directors of Zhongtai Financial International are Mr. Li Wei, Mr. Gao Feng and Mr. Yuan Xicun.

All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror and any of its Concert Parties), and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.

The sole director of the Offeror and all directors of Zhongtai Financial International jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement to the extent it relates to the Offeror and its Concert Parties, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement by the Offeror have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint announcement misleading.

* For identification purpose only