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*This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of Quali-Smart Holdings Limited.*



**ZHONGTAI FINANCIAL  
INTERNATIONAL LIMITED**  
**中泰金融國際有限公司**  
*(Incorporated in Hong Kong 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**

### **UPDATE IN RELATION TO**

- (I) PROPOSED SUBSCRIPTION OF NEW SHARES IN THE COMPANY  
BY THE SUBSCRIBERS;**
- (II) MAJOR AND CONNECTED TRANSACTIONS – PROPOSED  
ACQUISITIONS OF THE ZTI COMPANIES;**
- (III) POSSIBLE SALE AND PURCHASE OF SHARES OF THE COMPANY;  
AND**
- (IV) 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 THE COMPANY  
(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 announcements of Quali-Smart Holdings Limited (the “**Company**”) and Zhongtai International Investment Group Limited (the “**Original Offeror**”) dated 25 February 2018, 18 March 2018, 20 April 2018, 18 May 2018, 20 June 2018, 12 July 2018, 14 August 2018, 12 October 2018 and 2 November 2018, the announcements of the Company dated 9 March 2018, 28 March 2018, 3 April 2018, 30 April 2018, 31 May 2018, 29 June 2018, 23 July 2018, 31 August 2018, 31 October 2018, 30 November 2018, 16 January 2019 and 4 June 2019 and the joint announcements of the Company and Zhongtai Financial International Limited (the “**Offeror**”) dated 29 November 2018, 31 December 2018, 31 January 2019, 8 February 2019, 11 March 2019, 11 April 2019, 30

April 2019 and 30 May 2019 in relation to, among other things, the Subscription, the ZTI Acquisitions, the Share Purchase Agreement and the Offers (collectively, the “**Announcements**”), and the circular of the Company dated 31 December 2018 (the “**Circular**”). Capitalised terms used herein have the same meanings as defined in the joint announcement dated 12 October 2018 (the “**October Joint Announcement**”) unless the context otherwise requires.

## **UPDATE IN RELATION TO THE SUBSCRIPTION, THE ZTI ACQUISITIONS, THE SHARE PURCHASE AGREEMENT AND THE OFFERS**

As set out in the Announcements, the making of the Offers is subject to Completion, and Completion is conditional upon the fulfilment or waiver (where applicable) of, among others, the Subscription Conditions, the Share Purchase Conditions as well as the conditions precedent of the relevant ZTI Agreements.

As at the date of this joint announcement, the application made by the Offeror to the China Securities Regulatory Commission (the “**CSRC**”) in respect of the Restated Subscription Agreement, the Share Purchase Agreement and the ZTI Agreements (collectively, the “**Agreements**”, and each an “**Agreement**”) and the transactions contemplated thereunder is still pending approval of the CSRC.

As at the date of this joint announcement, save for condition (b) of the Subscription Conditions, condition (a) of the conditions precedent of the relevant ZTI Agreements (i.e. the obtaining of approval from the CSRC in respect of the Agreements), and certain other conditions precedent of the Agreements which may only be fulfilled at Completion, all of the conditions precedent under the Agreements have been fulfilled.

As at the date of this joint announcement, the Composite Document and the accompanying forms of acceptance to be issued jointly by the Company and the Offeror in relation to the Offers have been submitted to, and are currently under review by, the Executive and the Stock Exchange.

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, the ZTI Acquisitions, the Share Purchase Agreement 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, the ZTI Acquisitions, the Share Purchase Agreement 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, THE SHARE PURCHASE CONDITIONS AS WELL AS THE CONDITIONS PRECEDENT OF THE RELEVANT ZTI AGREEMENTS. 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 (INCLUDING THE SHARES, THE SHARE OPTIONS, THE CONVERTIBLE NOTES AND RIGHTS IN RESPECT OF THEM). 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  
**Zhongtai Financial International Limited**  
**Gao Feng**  
*Director*

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

Hong Kong, 28 June 2019

*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 directors of the Offeror 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.*

*All directors of the Offeror 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*