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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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Quali-Smart Holdings Limited (the “**Company**”) will be held at 9/F, Henley Building, 5 Queen’s Road Central, Central, Hong Kong, on Monday, 28 September, 2026 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 2026;
2. To re-elect Mr. Poon Pak Ki, Eric as an executive Director;
3. To re-elect Mr. Liu Chong as an executive Director;
4. To re-elect Ms. Lin Binger as an independent non-executive Director;
5. To re-elect Ms. Chin Ying Ying as an independent non-executive Director;
6. To re-elect Mr. Huang Chaokai as an independent non-executive Director;
7. To authorise the Directors to fix the remuneration of the Directors;
8. To re-appoint BDO Limited as the Auditor, and to authorize the Board to fix its remuneration;

* For identification purpose only

9. 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 (including any sale and transfer of treasury shares, which shall have the meaning ascribed to it by the Listing Rules), 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;
- (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); and (ii) 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 (excluding treasury shares, if any) 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).

Any reference to an allotment, issue, conversion, grant or dealing of Shares shall include the resale or transfer of Shares held in treasury (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for shares of the Company) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations.”

- 10. 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 to determine whether such shares of the Company repurchased shall be held as treasury shares by the Company or otherwise be cancelled, 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 (excluding treasury shares, if any) 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.”
11. To consider and, if thought fit, pass with or without amendments the following resolution:

“**THAT**, conditional upon the passing of resolution no. 9 and no. 10 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. 9 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 (excluding treasury shares, if any) repurchased by the Company under the authority granted pursuant to resolution no. 10.”

By order of the Board
Quali-Smart Holdings Limited
Liu Chong
Chairman and executive Director

Hong Kong, 4 September 2026

As at the date of this notice, the Board comprises Mr. Liu Chong (Chairman) and Mr. Poon Pak Ki, Eric as executive Directors; and Ms. Lin Binger, Ms. Chin Ying Ying and Mr. Huang Chaokai as independent non-executive Directors.

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 previously submitted 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 Tuesday, 22 September 2026
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Closure of register of members	Wednesday, 23 September 2026 to Monday, 28 September 2026 (both dates inclusive)
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Record date	Monday, 28 September 2026
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From 23 September 2026 to 28 September 2026, 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, Hong Kong no later than 4:30 p.m. on 22 September 2026 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.