**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**



**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
# 滉達富控股有限公司 *

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1348)**

## GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
## RE-ELECTION OF DIRECTORS;
## RE-APPOINTMENT OF AUDITOR
## AND
## NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Quali-Smart Holdings Limited (the "**Company**") to 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. (the "**AGM**") is set out on pages 17 to 21 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 and in such event, the form of proxy previously submitted shall be deemed to be revoked.

* *For identification purpose only*

4 September 2026

# CONTENTS


*Page*

**DEFINITIONS** . . . . . . 1

**LETTER FROM THE BOARD**

Introduction . . . . . . 3

General Mandates . . . . . . 4

Explanatory Statement . . . . . . 5

Re-election of Directors . . . . . . 5

Re-appointment of Auditor . . . . . . 6

Annual General Meeting . . . . . . 7

Voting by Poll . . . . . . 7

Closure of Register of Members . . . . . . 7

Responsibility Statement . . . . . . 7

Recommendation . . . . . . 8

**APPENDIX I – EXPLANATORY STATEMENT** . . . . . . 9

**APPENDIX II – BIOGRAPHIES OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED** . . . . . . 13

**NOTICE OF ANNUAL GENERAL MEETING** . . . . . . 17

*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 9/F, Henley Building, 5 Queen's Road Central, Central, Hong Kong, on Monday, 28 September 2026 at 11:00 a.m. |
| "Articles of Association" | the articles of association of the Company currently in force |
| "associate(s)" | has the meaning ascribed thereto under the Listing Rules |
| "Audit Committee" | the audit committee of the Board |
| "Auditor" | the independent auditor of the Company |
| "Board" | the board of Directors of the Company |
| "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 |
| "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 |
| "Issue Mandate" | a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with unissued Shares (including any sale and transfer of treasury shares) with an aggregate nominal value not exceeding 20% of the aggregate number of the Share capital of the Company in issue (excluding treasury shares, if any) as at the date of passing the relevant resolution at the AGM |
| "Latest Practicable Date" | 28 August 2026, 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 |
| "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 Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company (excluding treasury shares, if any) at the date of passing resolution no. 10 set out in the notice convening the AGM |
| "Shareholders" | registered holder(s) of the issued Shares |
| "Shares" | the ordinary shares of US$0.000025 each in the capital of the Company |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "Takeovers Code" | the Hong Kong Code on Takeovers and Mergers |
| "treasury shares" | has the meaning ascribed thereto under the Listing Rules |
| "US$" | United States Dollars, the lawful currency of the United States of America |
| "%" | per cent |

# QUALI-SMART HOLDINGS LIMITED
# 滉達富控股有限公司 *

*(Incorporated in the Cayman Islands with limited liability)*
**(Stock code: 1348)**

*Executive Directors:*
Mr. Liu Chong *(Chairman)*
Mr. Poon Pak Ki, Eric

*Independent Non-Executive Directors:*
Ms. Lin Binger
Ms. Chin Ying Ying
Mr. Huang Chaokai

*Registered Office:*
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Principal Place of Business in Hong Kong:*
Suite 3902, 39/F
Central Plaza
18 Harbour Road,
Wanchai
Hong Kong

4 September 2026

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
RE-ELECTION OF DIRECTORS;
RE-APPOINTMENT OF AUDITOR
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; (b) re-elect the retiring Directors; and (c) re-appoint the Auditor.

* *For identification purpose only*

## GENERAL MANDATES

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the Issue Mandate and the Repurchase Mandate.

### Issue Mandate

The Company's existing mandate to issue Shares was approved by the Shareholders at the annual general meeting of the Company held on 25 September 2025. Unless otherwise renewed, the existing mandate to issue Shares will lapse at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant the Issue Mandate to the Directors. Based on 1,474,232,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the Directors will be authorised to allot, issue and deal with the Shares (including any sale and transfer of treasury shares) of up to a total of 294,846,400 Shares, being 20% of the total number of the issued Shares (excluding treasury shares, if any) as at the date of the resolution in relation thereto if the Issue Mandate is granted at the AGM. The Issue Mandate, if granted at the AGM, will end at the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

### Repurchase Mandate

An ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and based on 1,474,232,000 Shares in issue as at the Latest Practicable Date, and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the Company would be allowed to repurchase a maximum of 147,423,200 Shares, being 10% of the total number of the issued Shares (excluding treasury shares, if any) as at the date of the resolution in relation thereto. The Repurchase Mandate, if granted at the AGM, will end at the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by including the number of Shares repurchased under the Repurchase Mandate.

## 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.

## RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consisted of five Directors, of which the executive Directors are Mr. Liu Chong ("**Mr. Liu**") and Mr. Poon Pak Ki, Eric ("**Mr. Poon**"), and the independent non-executive Directors are Ms. Lin Binger ("**Ms. Lin**"), Ms. Chin Ying Ying ("**Ms. Chin**"), and Mr. Huang Chaokai ("**Mr. Huang**").

In accordance with Article 84(1) of the Articles of Association, the Director retiring by rotation at the AGM is Mr. Poon Pak Ki, Eric, who, being eligible, offers himself for re-election.

In accordance with Article 83(3) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy on the Board or as an addition to the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Any Director appointed under Article 83(3) of the Articles of Association shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.

In accordance with Article 83(3) of the Articles of Association, each of Mr. Liu, Ms. Lin, Ms. Chin, and Mr. Huang shall retire from office at the AGM. Mr Liu has offered himself for re-election as executive Director at the AGM, and Ms. Lin, Ms, Chin, and Mr. Huang have offered themselves for re-election as independent non-executive Directors at the AGM.

The Nomination Committee has considered the proposed re-election of each of Mr. Liu, Mr. Poon, Ms. Lin, Ms. Chin, and Mr. Huang, taking into consideration factors such as the Company's board diversity policy, the perspectives, skills and experience of each of them, and their respective contributions to the Board. The Nomination Committee recommended to the Board that the re-election of Mr. Liu, Mr. Poon, Ms. Lin, Ms. Chin, and Mr. Huang be proposed to the Shareholders for approval at the AGM. Furthermore, based on the assessment conducted by the Nomination Committee and the annual written confirmation of independence provided by each of Ms. Lin, Ms. Chin and Mr. Huang, the Nomination Committee is satisfied that each of them remains independent and meets the independence requirements set out in 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.

## RE-APPOINTMENT OF AUDITOR

BDO Limited will retire as the Auditor at the AGM and, being eligible, offer themselves for re-appointment. Upon the recommendation of the Audit Committee, the Board proposes to pass an ordinary resolution at the AGM for the re-appointment of BDO Limited as the Auditor to hold office from the conclusion of the AGM until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix the remuneration of the Auditor for the year ending 31 March 2027.

The estimated audit fee for the audit services to the Group for the year ending 31 March 2027 is expected to be approximately HK$780,000 (the "**Estimated Audit Fee**"), exclusive of out-of-pocket expenses. The Estimated Audit Fee has been determined after due consideration and arm's length negotiations between the Company and BDO Limited, taking into account, among other things, the expected audit scope, the audit timetable and the Auditor's resources, all of which are largely comparable to those for the audit services for the year ended 31 March 2026. The slight increase in the Estimated Audit Fee as compared to the audit fee for the year ended 31 March 2026 primarily reflects agreed inflation and market-aligned billing-rate adjustments for professional staff, rather than any expansion of audit work as discussed between the Company and BDO Limited.

The Estimated Audit Fee is made on the assumption that (i) the business scope and size of operations of the Group remain substantially similar to those in the year ended 31 March 2026; (ii) no non-recurring or significant one-off transactions are expected during the financial year ending 31 March 2027; (iii) there will be no significant change in the Group's structure (for example, no material acquisitions, disposals, or restructuring) and no major changes to the accounting or internal control systems; (iv) the nature and complexity of audit issues are expected to be similar to those encountered in the previous financial year; and (v) the reporting timeline and statutory deadlines for the 2027 audit will be consistent with the previous financial year.

As BDO Limited is familiar with the Group's financial position and affairs, having taken into account the outcome of arm's length negotiation between the Company and BDO Limited, and having considered the expected scope, timetable, and level of resources required for the audit for the financial year ending 31 March 2027 as compared with the previous financial year, the absence of any material expansion of the audit work and the basis of the cost adjustments reflected in the estimated audit fee, the Board and the Audit Committee consider that the proposed remuneration of the Auditor is fair and reasonable, and commensurate with the scope and requirements of the proposed audit engagement, and that the re-appointment of BDO Limited is in the best interests of the Company and the Shareholders as a whole.

Unless there is a material change in the basis and assumptions set out above, the final audit fee should not deviate materially from the estimated amount initially disclosed. In the event of any material change, the Company will make further disclosure as appropriate.

## ANNUAL GENERAL MEETING

A notice of the AGM is set out on pages 17 to 21 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 and in such event, the form of proxy previously submitted shall be deemed to be revoked.

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 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 23 September 2026 to 28 September 2026 (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 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 later than 4:30 p.m. on 22 September 2026. Shareholders whose names appear on the Company's register of members on 28 September 2026 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.

## 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 vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully,
For and on behalf of
**Quali-Smart Holdings Limited**
**Liu Chong**
*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 the issued share capital of the Company (excluding treasury shares, if any) 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. On the other hand, Shares repurchased and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Articles of Association and the applicable laws of the Cayman Islands and the Listing Rules, 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 2026. 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$)* | Lowest Traded Price *(HK$)* |
|---|---|---|---|
| 2025 | September | 0.173 | 0.162 |
| | October | 0.165 | 0.130 |
| | November | 0.155 | 0.140 |
| | December | 0.250 | 0.130 |
| 2026 | January | 0.215 | 0.187 |
| | February | 0.210 | 0.191 |
| | March | 0.200 | 0.187 |
| | April | 0.330 | 0.235 |
| | May | 0.415 | 0.350 |
| | June | 0.345 | 0.238 |
| | July | 0.315 | 0.232 |
| | August | 0.229 | 0.170 |

## 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 *(Note 1)* | Approximate percentage of shareholding if the Repurchase Mandate is exercised in full *(Note 1)* |
|---|---|---|---|
| Yael Capital Management Limited | 1,102,528,000 *(Note 2)* | 74.79% | 83.10% |
| Mr. Liu Chong | 1,102,528,000 *(Note 2)* | 74.79% | 83.10% |

*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 directly registered by Yael Capital Management Limited, a company incorporated in the British Virgin Islands and wholly-owned and controlled by Mr. Liu Chong. Accordingly, Mr. Liu Chong is deemed to be interested in the 1,102,528,000 Shares held by Yael Capital Management Limited under Part XV of the SFO.

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 Yael Capital Management Limited and Mr. Liu Chong would increase from approximately 74.79% to approximately 83.10% of the issued share capital of the Company if the Repurchase Mandate was exercised in full. The Directors have no present intention to exercise the Repurchase Mandate to such extent as would result in the public holding of Shares being 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.

## 9. POST SHARES REPURCHASE ARRANGEMENTS

Following a repurchase of Shares, the Company may cancel any repurchased Shares and/or hold them as treasury shares subject to, among others, market conditions and its capital management needs at the relevant time of the repurchase of Shares, which may change due to evolving circumstances.

For any treasury shares of the Company deposited with CCASS pending resale on the Stock Exchange, the Company shall, upon approval by the Board, implement the below interim measures which include (without limitation):

(i) procuring its broker not to give any instructions to HKSCC to vote at general meetings for the treasury shares deposited with CCASS;

(ii) in the case of dividends or distributions (if any and where applicable), withdrawing the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the relevant record date for the dividends or distributions; and

(iii) taking any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

The following are particulars of the Directors proposed to be re-elected at the AGM:

**Mr. Liu Chong ("Mr. Liu")**, aged 31, was appointed as an executive Director on 30 January 2026. He is also the chairman of the Nomination Committee and the Corporate Governance Committee. He is also a member of the Remuneration Committee.

He graduated from Imperial College London with a bachelor's and master's degrees in materials science and engineering. Over the past years, Mr. Liu has been mostly involved in investments in companies in Hong Kong and the PRC, from angel investments to pre-IPO investments. The investment focus of Mr. Liu was mainly in companies involved in innovative technologies, such as biotechnology companies, AI companies and agricultural related technology companies.

As at the Latest Practicable Date, Mr. Liu was deemed to be interested in 1,102,528,000 Shares held by Yael Capital Management Limited within the meaning of Part XV of the SFO. Mr. Liu has entered into an engagement letter with the Company for an initial term of 2 years, commencing on 30 January 2026. The Board and the Remuneration Committee have determined an annual emolument of HK$600,000 for Mr. Liu, with reference to his contribution, experience, duties and responsibilities, the Company's remuneration policy, the prevailing market conditions and recommendations of the Remuneration Committee. His remuneration package will be subject to annual review by the Remuneration Committee and the Board from time to time with reference to his responsibility and performance.

**Mr. Poon Pak Ki, Eric ("Mr. Poon")**, aged 59, was appointed as an executive Director on 3 January 2013. On 9 July 2025, Mr. Poon was further redesignated as Chairman and subsequently resigned from that office on 30 January 2026. 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 31 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.

The amount of emoluments paid for the year ended 31 March 2026 to Mr. Poon is set out in Note 11 to the financial statements for the year ended 31 March 2026 on pages 90 to 91 of the Company's annual report published on 30 July 2026. His remuneration package will be subject to annual review by the Remuneration Committee and the Board from time to time with reference to his responsibility and performance.

To the best knowledge and belief of the Board and having made all reasonable enquiries, as at the Latest Practicable Date, Mr. Poon did not have any interests or short position in the shares of the Company within the meaning of Part XV of the SFO.

**Ms. Lin Binger ("Ms. Lin")**, aged 30, was appointed as an independent non-executive Director on 30 January 2026. She is also a member of the Audit Committee, a member of the Remuneration Committee, a member of the Nomination Committee and a member of the Corporate Governance Committee.

She obtained a Bachelor of Laws (Honours) degree from the University of Edinburgh in July 2019. She obtained her Legal Professional Qualification of the People's Republic of China ("**PRC**") in 2024. She is also a member of the International Bar Association and the Society of Trust and Estate Practitioners (STEP). Ms. Lin has experience in corporate legal management and the PRC Law. From August 2020 to February 2021, she worked in the banking business department of the Shenzhen Branch of China Construction Bank Corporation* (中國建設銀行股份有限公司深圳分行). Since 2024, Ms. Lin has been a lawyer at Beijing Dacheng (Shenzhen) Law Offices* (北京大成(深圳)律師事務所).

A letter of appointment in respect of Ms. Lin's directorship was entered into for a fixed term of service of 2 years subject to renewal and retirement by rotation at least once every three years, pursuant to the Articles of Association. She is entitled to a fee of HK$120,000 per annum which is determined with reference to her duties and responsibilities with the Company and the prevailing comparable compensations in the market. Either the Company or Ms. Lin may terminate the said service appointment by giving not less than one month's notice in writing to the other. Her remuneration package will be subject to annual review by the Remuneration Committee and the Board from time to time with reference to her responsibility and performance.

To the best knowledge and belief of the Board and having made all reasonable enquiries, as at the Latest Practicable Date, Ms. Lin did not have any interests or short position in the shares of the Company within the meaning of Part XV of the SFO.

Except as otherwise disclosed herein and as at the Latest Practicable Date, Ms. Lin (i) did not hold any other position with the Company or other members of the Group; (ii) did not hold any other directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, and other major appointments and professional qualifications; and (iii) did not have any relationship with any Directors, senior management or substantial or controlling Shareholders.

* *For identification purpose only*

**Ms. Chin Ying Ying ("Ms. Chin")**, aged 38, was appointed as an independent non-executive Director on 30 January 2026. She is the chairman of the Audit Committee. She is also a member of the Nomination Committee, a member of the Remuneration Committee and a member of the Corporate Governance Committee.

She graduated from The Hong Kong Polytechnic University in 2009 with a Bachelor's degree of Business Administration in Accountancy with First-class Honours. She is a fellow member of the Hong Kong Institute of Certified Public Accountants and a Certified Internal Auditor of The Institute of Internal Auditors. She is also a Certified Environmental, Social and Governance Analyst awarded by the European Federation of Financial Analyst Societies. Ms. Chin has more than 15 years' experience in accounting, internal audit and corporate secretarial related matters. She has been a director of PBP Limited (必信商業夥伴有限公司), a licensed Trust or Company Service Provider (TCSP), since June 2023.

She is also the company secretary of DL Holdings Group Limited (德林控股集團有限公司) (stock code: 1709), Summi (Group) Holdings Limited (森美(集團)控股有限公司) (stock code: 756) and Solis Holdings Limited (守益控股有限公司) (stock code: 2227). Ms. Chin worked in Roma (meta) Group Limited (羅馬(元宇宙)集團有限公司) (stock code: 8072) as the head of strategy and corporate planning and internal auditor from November 2021 to March 2023 and February 2017 to October 2021 respectively. Ms. Chin has also been an independent non-executive director of China Energy Development Holdings Limited (stock code: 228) since December 2024.

A letter of appointment in respect of Ms. Chin's directorship was entered into for a fixed term of service of 2 years subject to renewal and retirement by rotation at least once every three years, pursuant to the Articles of Association. She is entitled to a fee of HK$180,000 per annum which is determined with reference to her duties and responsibilities with the Company and the prevailing comparable compensations in the market. Either the Company or Ms. Chin may terminate the said service appointment by giving not less than one month notice in writing to the other. Her remuneration package will be subject to annual review by the Remuneration Committee and the Board from time to time with reference to her responsibility and performance.

To the best knowledge and belief of the Board and having made all reasonable enquiries, as at the Latest Practicable Date, Ms. Chin did not have any interests or short position in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Ms. Chin (i) did not hold any other position with the Company or other members of the Group; (ii) did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) did not have any relationship with any Directors, senior management or substantial or controlling Shareholders.

**Mr. Huang Chaokai ("Mr. Huang")**, aged 37, was appointed as an independent non-executive Director on 30 January 2026. He is the chairman of the Remuneration Committee, a member of the Audit Committee, a member of the Nomination Committee, and a member of the Corporate Governance Committee.

He has experience in corporate management, aviation and financial services. From July 2012 to April 2014, he served as assistant to the director of China Southern Power Grid E-commerce Co., Ltd.* (中國南方電網財務有限公司). From April 2014 to July 2015, he served as assistant to the chairman of Guangdong Chuangmao Construction Engineering Co., Ltd.* (廣東創茂建設工程有限公司). Since July 2015, he has served as the president of Qiaoxin Holdings (Group) Co., Ltd.* (僑信控股(集團)有限公司). Since August 2016, he has also served as a director of Hunan Airlines Co., Ltd.* (湖南航空股份有限公司).

Mr. Huang obtained a Master's degree in International Accounting and Financial Management from the University of Glasgow, in December 2011, and a First Class Honours Bachelor's degree in Finance and Accounting from the University of Central Lancashire in June 2010.

A letter of appointment in respect of Mr. Huang's directorship was entered into for a fixed term of service of 2 years 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$120,000 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. Huang may terminate the said service appointment by giving not less than one month notice in writing to the other. His remuneration package will be subject to annual review by the Remuneration Committee and the Board from time to time with reference to his responsibility and performance.

To the best knowledge and belief of the Board and having made all reasonable enquiries, as at the Latest Practicable Date, Mr. Huang did not have any interests or short position in the shares of the Company within the meaning of Part XV of the SFO.

Except as otherwise disclosed herein and as at the Latest Practicable Date, Mr. Huang (i) did not hold any other position with the Company or other members of the Group; (ii) did not hold any other directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, and other major appointments and professional qualifications; and (iii) did not have any relationship with any Directors, senior management or substantial or controlling Shareholders.

* *For identification purpose only*

# QUALI-SMART HOLDINGS LIMITED
# 滉達富控股有限公司 *

*(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;

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;

* *For identification purpose only*

(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 |
| Closure of register of members | Wednesday, 23 September 2026 to Monday, 28 September 2026 (both dates inclusive) |
| Record date | Monday, 28 September 2026 |

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.