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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)

ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE, RULE 13.09 OF THE LISTING RULES AND INSIDE INFORMATION PROVISION UNDER PART XIVA OF THE SECURITIES AND FUTURES ORDINANCE

This announcement is made pursuant to Rule 3.7 of The Code on Takeovers and Mergers (“**Takeovers Code**”), Rule 13.09 of the Rules Governing the Listing of Securities (“**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) and Part XIVA of the Securities and Futures Ordinance (Cap. 571, the Laws of Hong Kong) (“**SFO**”).

UNUSUAL PRICE MOVEMENTS

The board (“**Board**”) of directors (“**Directors**”) of Quali-Smart Holdings Limited (“**Company**”, together with its subsidiaries, “**Group**”) has noted the movement in the price of the ordinary shares in the share capital of the Company (“**Shares**”) on the Stock Exchange on 1 December 2025. Having made all such enquiries with respect to the Company as is reasonable in the circumstances, the Board confirms that, save as disclosed below, it is not aware of any reasons for these price movements or of any information which must be announced to avoid a false market in the Shares or of any inside information which needs to be disclosed under Part XIVA of the SFO.

POSSIBLE TRANSACTION

The Board wishes to inform the shareholders of the Company (“**Shareholders**”) and potential investors that, as informed by Mr. Poon Pak Ki, Eric (“**Mr. Poon**”), chairman, executive director and substantial shareholder of the Company, that (1) Silver Pointer Limited (“**Silver Pointer**”), a company wholly-owned by Mr. Poon; (2) Smart Investor Holdings Limited (“**Smart Investor**”), the controlling shareholder of the Company and a company owned as to approximately 67.4% by Mr. Lau Ho Ming, Peter and approximately 32.6% by Madam Li Man Yee, Stella; and (3) Benefit Global Limited (“**Benefit Global**”), a company wholly-owned by Mr. Chu Lawrence Sheng Yu (together “**Selling Shareholders**”), entered into a memorandum of understanding (“**MOU**”) on 10

October 2025 with an independent third party (“**Potential Purchaser**”) regarding the possible sale of 762,222,000 Shares held by the Selling Shareholders, representing approximately 51.70% of the entire issued share capital of the Company as at the date of this announcement (“**Possible Transaction**”). The Potential Purchaser and its beneficial owners are third parties independent to and not connected with the Company and its connected persons (as defined under the Listing Rules).

INFORMATION OF THE POTENTIAL PURCHASER

The Potential Purchaser, Yael Capital Management Limited, is a company incorporated in British Virgin Islands with limited liability and is principally engaged in investment holding. The Potential Purchaser is wholly owned by Mr. Liu Chong.

MOU

The Possible Transaction is subject to the further negotiation and execution of a formal sale and purchase agreement between the parties. Under the MOU, the Selling Shareholders shall not directly or indirectly negotiate or agree with any other party relating to the Possible Transaction for a period commencing from the date of the MOU up to and including 9 December 2025 (“**Exclusive Period**”). Pursuant to the terms of the MOU, the Potential Purchaser is entitled to conduct and finish due diligence review on the Group (the “**Due Diligence**”) on or before 9 December 2025.

Pursuant to the MOU, the Potential Purchaser has agreed to pay a deposit in the sum of HK\$7,800,000 (the “**Earnest Money**”) by way of cash deposited in equal parts into the bank accounts of the solicitors designated by the Selling Shareholders and the Potential Purchaser respectively pursuant to an escrow agreement entered into between each of (i) the Potential Purchaser and (ii) the Selling Shareholders with their respective solicitors as escrow agents. The Earnest Money shall be (and has been) paid within 3 business days after entering into the MOU. If the parties have not entered into formal agreement on or before expiry of the Exclusive Period, the Earnest Money shall be refunded to the Potential Purchaser under certain circumstances.

The MOU shall terminate upon (i) expiry of the Exclusive Period; (ii) execution of the formal agreement relating to the Possible Transaction; and (iii) the Potential Purchaser confirms in writing within the Exclusive Period that the results of the Due Diligence are unsatisfactory and the negotiation of the Possible Transaction will be terminate, whichever is earlier.

The MOU does not create legally binding obligations on the parties in relation to the Possible Transaction but is legally binding as to such terms relating to Exclusive Period, Earnest Money, confidentiality, expenses and governing law.

Save for the MOU, no formal or legally binding agreement has been entered into between the Selling Shareholders and the Potential Purchaser or any other parties in respect of the Possible Transaction.

If the Possible Transaction materialises, it will lead to a change in control of the Company and a mandatory general offer under Rule 26.1 of the Takeovers Code. As at the date of this announcement, no formal agreements have been entered into in respect of the Possible Transaction, and the discussion is still in progress and the Possible Transaction may or may not proceed.

As at the date of this announcement, the securities of the Company in issue comprise of: (i) 1,474,232,000 Shares; (ii) 20,300,000 outstanding share options granted under the share option scheme of the Company which may be exercised at a price of HK\$0.748 per option by the holders of the options; and (iii) outstanding convertible notes with a total principal amount of HK\$9,000,000 issued by the Company to Benefit Global which may be converted into a maximum of 111,111,111 new Shares to be allotted and issued by the Company at a conversion price of HK\$0.081 per Share. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date hereof.

As at the date of this announcement, Silver Pointer currently directly and beneficially holds 172,006,000 Shares, Benefit Global currently directly and beneficially holds 107,352,000 Shares and Smart Investor currently directly and beneficially holds 482,864,000 Shares, representing approximately 11.67%, 7.28% and 32.75%, respectively, of the entire issued share capital of the Company as at the date of this announcement. The Selling Shareholders together holds 762,222,000 Shares, representing approximately 51.70% of the entire issued share capital of the Company as at the date of this announcement.

MONTHLY UPDATE

In accordance with Rule 3.7 of the Takeovers Code, monthly update announcement(s) will be made until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and the Takeovers Code (as the case may be).

DEALING DISCLOSURE

For the purposes of the Takeovers Code, the offer period commences on the date of this announcement, being 4 December 2025.

In accordance with Rule 3.8 of the Takeovers Code, respective associates of the Company and the Potential Purchaser (as defined in the Takeovers Code, including among others, shareholders of the Company and shareholders of the Potential Purchaser having interests of 5% or more in the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company and the Potential Purchaser respectively) are hereby reminded to disclose their dealings in the securities of the Company pursuant to the requirements of the Takeovers Code.

RESPONSIBILITIES OF STOCKBROKERS, BANKS AND OTHER INTERMEDIARIES

In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

“Executive” referred to above has the meaning ascribed to it under the Takeovers Code.

WARNING: There is no assurance that the Possible Transaction will materialise or eventually be consummated and the relevant discussions may or may not lead to a general offer under Rule 26.1 of the Takeovers Code. Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action should take should consult their stock brokers, bank managers, solicitors or other professional adviser(s).

Shareholders and potential investors of the Company should be aware that there is no assurance that any offer for the Shares will be implemented, and if implemented, it may or may not be subject to the satisfaction of a number of pre-conditions and conditions. Shareholders and potential investors are advised to exercise caution when dealing in the Shares of the Company.

** For identification purpose only*

By order of the Board
Quali-Smart Holdings Limited
Poon Pak Ki Eric
Chairman and Executive Director

Hong Kong, 4 December 2025

As at the date of this announcement, the Board comprises Mr. Poon Pak Ki, Eric (Chairman), 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, Mr. Wong Wah On, Edward and Ms. Yeung Wai Ling as independent non-executive Directors.

The Board jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.