

Yael Capital Management Limited

Start Chambers

Wickham's Cay II, P.O. Box 2221

Road Town

Tortola

British Virgin Islands

Attn.: Mr. Chong Liu

致：刘翀先生

Date: 12/12/2025

日期：12/12/2025

Irrevocable Undertaking

不可撤回承诺函

We refer to the mandatory unconditional cash offers (the “**Offers**”) by Cinda International Capital Limited and Rainbow Capital (HK) Limited for and on behalf of Yael Capital Management Limited (the “**Offeror**”) to acquire all the issued shares of Quali-Smart Holdings Limited (the “**Company**”) (the “**Shares**”) and to cancel all outstanding options of the Company (other than those already owned by and/or agreed to be acquired by the Offeror and parties acting in concert with it), details of which are set out in the draft announcement to be issued jointly by the Company and the Offeror attached hereto (the “**Announcement**”). Unless otherwise stated, terms defined in the Announcement shall bear the same meanings in this undertaking (the “**Undertaking**”).

茲提述由信達國際融資有限公司及滙博資本有限公司代表 Yael Capital Management Limited (“**要約人**”) 就强制性无条件现金要约 (“**要约**”) 向滙達富控股有限公司 (“**公司**”) 的全体已发行股份 (“**股份**”) 提出收购，以及注销公司所有尚未行使的购股权（除要约人及与其一致行动人士已拥有及／或已同意收购的股份及期权外）。有关详情载于拟由公司与要约人联合刊发的公告 (“**公告**”) 草稿。除另有说明外，公告中所界定的词汇与本承诺函 (“**承诺函**”) 所采用的具有相同涵义。

We, Benefit Global Limited, hereby represent and warrant to you that as at the date hereof, we are the legal and beneficial owner of the 6% convertible notes with outstanding principal amount of HK\$9,000,000 and conversion price of HK\$0.081 per conversion Share issued by the Company on 16 May 2023 (the “**Convertible Notes**”).

本公司 Benefit Global Limited 谨此向贵方陈述及保证，于本函日期当日，本公司为公司于 2023 年 5 月 16 日发行的、年利率为 6%、尚欠本金总额为 9,000,000 港元且每股换股股份之转换价为 0.081 港元之可换股债券 (“**可换股债券**”) 的合法及实益拥有人。

We hereby unconditionally and irrevocably undertake to the Offeror as follows:

本公司谨此无条件且不可撤回地向要约人作出如下承诺：

- (i) we will not, whether directly or indirectly, offer, sell, transfer, pledge, encumber, grant any right over or otherwise dispose of any of the Convertible Notes beneficially owned by us;

本公司不会直接或间接提呈、销售、转让、质押、设立产权负担、授予任何权利或以其他方式处置本公司实益拥有的可换股债券；

- (ii) we will not exercise the conversion right under the terms of the Convertible Notes to subscribe for any conversion Shares; and

本公司不会行使可换股债券条款项下的换股权以认购任何换股股份；及

- (iii) no offer has to be extended to us in relation to the Convertible Notes; and even if such offer is extended to us, we will not accept the offer in respect of any of the Convertible Notes.

公司毋须就可换股债券向本公司提呈要约，即使向本公司提呈要约，本公司将不会就任何可换股债券接受要约。

This Undertaking will be terminated by the end of the offer period of the Offers.

本承诺函将于要约的要约期结束时终止。

We hereby consent to the issue of the Announcement incorporating a reference to us in the terms set out in the Announcement subject to any amendments thereto that may be approved by us and we hereby confirm that all statements of fact contained in the Announcement relating to us are true and correct in all material respects as at the date of this Undertaking.

本公司谨此同意按公告所载条文（经本公司批准的任何修订（如有））刊发载有提述本公司的公告，并谨此确认，载于公告中与本公司有关的所有事实陈述于本承诺函日期在所有重大方面均属真实及准确。

In the event of any inconsistency between the English and Chinese versions of this Undertaking, the English version shall prevail.

如本承诺函的英文版本与中文版本有任何不一致之处，概以英文版本为准。

This Undertaking is governed by and shall be construed in accordance with the laws of Hong Kong.

本承诺函受香港法律管辖并按香港法律诠释。

EXECUTED and **DELIVERED** as a **DEED**)
by 由 **CHU LAWRENCE SHENG YU**)
for and on behalf of 为及代表)
BENEFIT GLOBAL LIMITED)
签署及交付为契据)
whose signature(s) is/ are verified by/)
in the presence of:)
该签署由以下见证人核实)



Signature of witness
见证人签署



Name of witness
见证人姓名

: Anne Yin