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## **QIANLONG TECHNOLOGY INTERNATIONAL HOLDINGS LIMITED**

**(乾隆科技國際控股有限公司)\***

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

**(Stock Code: 1236)**

### **CLARIFICATION ANNOUNCEMENT**

Reference is made to the announcements of Qianlong Technology International Holdings Limited (the “**Company**”) dated 22 May 2013 (the “**First Announcement**”), 24 June 2013 and 18 July 2013 pursuant to Rule 3.7 of the Codes on Takeovers and Mergers and Share Repurchases (the “**Takeovers Code**”) and Rule 13.09 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (chapter 571 of the Laws of Hong Kong) (the “**SFO**”). Accordingly, the Offer Period (as defined in the Takeovers Code) commenced when the Company made the First Announcement.

Reference is also made to the announcement of the Company dated 30 July 2013 in relation to a profit warning (the “**Announcement**”). The Announcement did not comply with the requirements under Rule 10 and Practice Note 2 of the Takeovers Code as it did not contain the appropriate warnings and caution statements as required therein. This clarification announcement is published for the purposes of: (i) clarifying the reasons for the loss recorded for the six months ended 30 June 2013, and (ii) revising the content of the Announcement to comply with Practice Note 2 of the Takeovers Code. Accordingly, the Company sets out below a revised announcement in relation to a profit warning which complies with the requirements set out in Practice Note 2 of the Takeovers Code.

\* For identification purpose only

## PROFIT WARNING

This announcement is made pursuant to Rule 13.09 of the Listing Rules and Inside Information Provisions under Part XIVA of the SFO.

The Board of the Company wishes to inform shareholders of the Company and potential investors that it is expected that the Group would record a loss for the six months ended 30 June 2013, compared with profit for the corresponding period of last year. Such loss is mainly attributable to (i) decrease in turnover; (ii) consultation fee for business development and possible transaction between the Company and independent third party; and (iii) continuous growth in cost and expense as a result of increasingly rampant inflation in the People's Republic of China. Information contained in this announcement is based on currently available information and the review on the Group's management accounts by the management of the Company. The Group's management accounts have not been audited or reviewed by Company's auditor.

**This profit warning constitutes a profit forecast under Rule 10 of The Takeovers Code.** As such, the Company is required to comply with the requirements under Rule 10 of the Takeovers Code with respect to this profit warning which has to be reported on by the Company's auditor and financial adviser. Since this announcement is required to be made pursuant to Rule 13.09(1) of the Listing Rules, which requires the Company to issue the profit warning announcement as soon as practicable and given the time constraints, the Company has encountered genuine practical difficulties (time-wise or otherwise) in meeting the requirements set out in Rule 10.4 of the Takeovers Code. **The Company would like to draw the attention of the Shareholders and potential investors of the Company that this profit warning announcement does not meet the standard required by Rule 10 of the Takeovers Code. Shareholders and potential investors should exercise caution in placing reliance on such forecasts in assessing the merits and demerits of any possible offers.** Normally, the reports from the Company's auditor and financial adviser on this profit warning are required to be included in the next document to be sent to the shareholders of the Company in relation to the possible offer. As the Interim Results will be published prior to the despatch of the offer document in relation to the possible offer, the requirement of "reporting on" under Rule 10 for this profit warning will be superseded by the publication of the Interim Results.

The Company is currently finalizing the Interim Results and expect to publish the Interim Results on or about 15 August 2013.

**Shareholders and potential investors are also advised to exercise caution when dealing in the shares of the Company.**

This announcement is made pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**").

The board of directors (the “**Board**”) of Qianlong Technology International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) wishes to inform the shareholders of the Company and potential investors that it is expected that the Group would record a loss for the six months ended 30 June 2013, compared with profit for the corresponding period of last year. Such loss is mainly attributable to (i) decrease in turnover; (ii) consultation fee for business development and possible transaction between the Company and independent third party; and (iii) continuous growth in cost and expense as a result of increasingly rampant inflation in the People’s Republic of China.

The Company is still in the process of finalizing the interim results for the six months ended 30 June 2013 (the “**Interim Results**”). The information contained in this announcement is based on currently available information and the review on the Group’s management accounts by the management of the Company. The Group’s management accounts have not been audited or reviewed by Company’s auditor. Shareholders of the Company and potential investors shall read the results announcement of the Interim Results which is expected to be released on or about 15 August 2013.

**This profit warning constitutes a profit forecast under Rule 10 of The Takeovers Code.** As such, the Company is required to comply with the requirements under Rule 10 of the Takeovers Code with respect to this profit warning which has to be reported on by the Company’s auditor and financial adviser. Since this announcement is required to be made pursuant to Rule 13.09(1) of the Listing Rules, which requires the Company to issue the profit warning announcement as soon as practicable and given the time constraints, the Company has encountered genuine practical difficulties (time-wise or otherwise) in meeting the requirements set out in Rule 10.4 of the Takeovers Code. **The Company would like to draw the attention of the Shareholders and potential investors of the Company that this profit warning announcement does not meet the standard required by Rule 10 of the Takeovers Code. Shareholders and potential investors should exercise caution in placing reliance on such forecasts in assessing the merits and demerits of any possible offers.** Normally, the reports from the Company’s auditor and financial adviser on this profit warning are required to be included in the next document to be sent to the shareholders of the Company in connection with the possible offer (the “**Circular**”). As the Interim Results will be published prior to the despatch of the Circular, the requirement of “reporting on” under Rule 10 for this profit warning will be superseded by the publication of the Interim Results. The Company will publish an announcement in relation to the firm intention to make an offer under Rule 3.5 of the Takeovers Code as soon as possible. **Shareholders and potential investors are also advised to exercise caution when dealing in the shares of the Company.**

By order of the Board of  
Qianlong Technology International Holdings Limited  
Liao Chao-Ping  
*Chairman*

Hong Kong, 2 August 2013

*As at the date hereof, the Board of the Company comprises six executive Directors, being Mr. Liao Chao-Ping, Mr. Fan Ping-Yi, Mr. Yang Ching Shou, Mr. Chen Ming-Chuan, Mr. Yu Shih-Pi and Ms. Liao Angela Min-Yin, and three independent non-executive Directors, being Ms. Chiu Kam Hing Kathy, Mr. Tsai Jeng-Yang and Mr. Hsieh Shao-Ven Billy.*

*All the directors of the Company 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.*