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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)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Qianlong Technology International Holdings Limited (the “**Company**”) will be convened at Room 1604–05, Tower 3, Prudential Tower, 21 Canton Road, Tsimshatsui, Kowloon, Hong Kong on Monday, 10 February 2014 at 10:00 a.m. or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions:

#### **ORDINARY RESOLUTION**

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Subdivided Shares (as defined below) and any Subdivided Share (as defined below) which may fall to be issued upon the exercise of convertible bonds issued pursuant to the subscription agreement dated 15 July 2013 (as supplemented by a supplemental agreement dated 16 August 2013) entered into between Parko (Hong Kong) Limited and the Company, and the obtaining of all necessary approvals from the regulatory authorities or otherwise that may be required in respect of the Share Subdivision (as defined below):

- (a) each existing issued and unissued share of HK\$0.10 each in the existing share capital of the Company be subdivided into four subdivided shares of HK\$0.025 each (the “**Subdivided Shares**”) in the share capital of the Company (the “**Share Subdivision**”) and the Share Subdivision shall take effect on the next Business Day (as defined below) immediately following the date on which this resolution is passed;
- (b) all of the Subdivided Shares shall rank *pari passu* in all respect with each other and have the same rights and privileges and be subject to the restrictions contained in the memorandum of association and articles of association of the Company;
- (c) the authorised share capital of the Company will be HK\$100,000,000 divided into 4,000,000,000 shares of HK\$0.025 each immediately upon the Share Subdivision becoming effective; and

\* *For identification purpose only*

- (d) the directors of the Company be and are hereby authorised generally to do such acts and things and execute all such documents, including under the seal of the Company, where applicable, as they consider necessary or expedient to implement and give effect to the Share Subdivision and arrangements set out in this resolution.

In this resolution, the term “**Business Day**” shall mean a day on which the Stock Exchange is open for the transaction of business.

### **SPECIAL RESOLUTION**

“**THAT** the name of the Company to be changed from “Qianlong Technology International Holdings Limited” (乾隆科技國際控股有限公司\*) to “National Agricultural Holdings Limited 國農控股有限公司”, and that the directors of the Company be and are hereby authorised generally to do such acts and things and execute all documents or make such arrangements as they may consider necessary or expedient to effect the change of Company name and to attend to any registration and/or filing for and on behalf of the Company.”

For and on behalf of  
**Qianlong Technology International Holdings Limited**  
**Chen Li-Jun**  
*Chairman*

20 January 2014

*Registered office:*

PO Box 309, Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

*Principal place of business in Hong Kong:*

19/F, Nan Dao Commercial Building  
359–361 Queen’s Road Central  
Sheung Wan, Hong Kong

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the above meeting convened by this notice is entitled to appoint one or, if he is the holder of two or more shares, more than one proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not to be a shareholder of the Company.
2. To be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 48 hours before the time for holding the above meeting or any adjournment thereof.

\* *For identification purpose only*

3. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of joint holders of any shares, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

*As at the date of this announcement, the Board of the Company comprises six executive Directors, being Mr. Chen Li-Jun, Mr. Zhang Yanhui, Mr. Ren Hai, Mr. Peng Guojiang, Mr. Zhang Yuliang and Ms. Wen Yuanyi, and five independent non-executive Directors, being Ms. Chiu Kam-Hing Kathy, Mr. Tsai Jeng-Yang, Mr. Ting Tit Cheung, Mr. Shum Wan Lung and Mr. Lee Yee Kwan Quinn.*