

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

**If you are in doubt** as to any aspect of this circular, as to the action to be taken, you should consult your licensed securities dealers 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 Qianlong Technology International Holdings Limited, you should at once hand this circular, together with the form of proxy to the purchaser or the transferee to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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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)**

**PROPOSED GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES,  
PROPOSED RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Qianlong Technology International Holdings Limited to be held at Guihua Ting, 4th Floor, Grand Trustee Purple Mountain Hotel, 778 Dong Fang Road, Pudong New Area, Shanghai, People's Republic of China, on Friday, 21 June 2013 at 2:00 p.m. is set out on pages 14 to 17 of this document.

Whether or not you are able to attend such meeting, please complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the registered office of Qianlong Technology International Holdings Limited's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for holding the meeting or at any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

\* *For identification purposes only*

22 April 2013

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## DEFINITIONS

*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Guihua Ting, 4th Floor, Grand Trustee Purple Mountain Hotel, 778 Dong Fang Road, Pudong New Area, Shanghai, People’s Republic of China, on Friday, 21 June 2013 at 2:00 p.m., notice of which is set out on pages 14 to 17 of this document
“Annual Report”	the annual report of the Company for the year ended 31 December 2012
“Articles of Association”	the articles of association of the Company adopted pursuant to written resolutions passed by all Shareholders on 22 March 2012
“associate(s)”	shall have the meaning ascribed to it under the Listing Rules
“Board”	board of Directors
“Company”	Qianlong Technology International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and listed on Stock Exchange
“Directors”	directors of the Company
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on Stock Exchange
“Latest Practicable Date”	19 April 2013, being the latest practicable date prior to the printing of this document
“Model Code”	Model Code for Securities Transactions by Directors of Listed Companies
“PRC”	The People’s Republic of China

## DEFINITIONS

“Repurchase Mandate”	a general mandate given to the Directors to exercise the powers of the Company to repurchase during the period as set out in the Repurchase Resolution Shares up to a maximum of 10% of the issued share capital of the Company as at the date of the Repurchase Resolution
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution No. 5(2) of the notice of the Annual General Meeting
“RMB”	Renminbi, the lawful currency of PRC
“SFC”	The Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules, in particular chapter 10, to regulate the repurchase by companies with primary listing of their own securities on Stock Exchange
“Share(s)”	fully paid-up share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases
“%”	per cent

LETTER FROM THE BOARD



**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)**

**Directors:**

*Executive Directors:*

Liao Chao-Ping (*Chairman*)  
Fan Ping-Yi  
Yang Ching Shou (*Chief Executive Officer*)  
Chen Ming-Chuan  
Yu Shih-Pi  
Liao Angela Min-Yin

*Independent non-executive Directors:*

Chiu Kam Hing, Kathy  
Hsieh Billy Shao-Ven  
Tsai Jeng-Yang

**Registered Office:**

P.O. 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

22 April 2013

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES,  
PROPOSED RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to give you notice of the AGM and information regarding the resolutions to be proposed at the AGM relating to (i) the granting to the Directors of general mandates to issue new Shares and repurchase Shares; (ii) the re-election of Mr. Liao Chao-Ping, Mr. Yang Ching Shou and Mr. Yu Shih-Pi as executive Directors; and (iii) the re-election of Mr. Tsai Jeng-Yang as an independent non-executive Director of the Company.

\* *For identification purposes only*

## LETTER FROM THE BOARD

### 2. GENERAL MANDATE TO ISSUE NEW SHARES

At the AGM, an ordinary resolution set out in resolution No. 5(1) of the notice of the AGM will be proposed whereby if passed, the Directors will be given a general and unconditional mandate to allot, issue or otherwise deal with additional Shares not exceeding the sum of 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of the resolution and the nominal amount of any Shares repurchased by the Company up to a maximum of 10% of the issued share capital of the Company at the date of passing of the resolution. As at the Latest Practicable Date, a total of 252,600,000 Shares were in issue. Subject to the passing of the proposed resolution granting this general mandate to issue Shares to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under this general mandate to issue a maximum of 50,520,000 Shares.

The authority conferred by the above resolution will commence at the date of passing of the relevant resolution until whichever is 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 by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
- (iii) the revocation, variation or renewal of this resolution by an ordinary resolution of the Shareholders in general meeting.

### 3. GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution set out in resolution No. 5(2) of the notice of the AGM will be proposed whereby if passed, the Directors will be given a general and unconditional mandate to exercise all powers of the Company to repurchase, on Stock Exchange or on any other stock exchange on which the Shares may be listed and recognized by SFC and Stock Exchange for this purpose, Shares not exceeding the sum of 10% of the aggregate nominal value of the issued share capital of the Company as at the date of passing the relevant resolution.

The authority conferred by the Repurchase Mandate will commence at the date of passing of the relevant resolution until whichever is 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 by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
- (iii) the revocation, variation or renewal of this resolution by an ordinary resolution of the Shareholders in general meeting.

## **LETTER FROM THE BOARD**

Under the Listing Rules, the Company is required to give to its Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix I to this circular.

#### **4. RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Article 16.18 of the Articles of Association, Mr. Liao Chao-Ping, Mr. Yang Ching Shou, Mr. Yu Shih-Pi and Mr. Tsai Jeng-Yang shall retire from office as directors by rotation at the AGM and, being eligible, will offer themselves for re-election at the AGM.

Details of the above retiring Directors to be re-elected which are required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

#### **5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

A notice convening the AGM is set out on pages 14 to 17 to this circular. The Annual Report incorporating the audited consolidated financial statements of the Group for the year ended 31 December 2012 and the Directors' and independent auditor's reports thereon are dispatched to the Shareholders together with this circular.

A form of proxy for the AGM is enclosed herewith. Whether or not you are able to attend the AGM in person, please complete and return the enclosed proxy form in accordance with the instructions printed thereon to Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting. Completion and return of the proxy forms will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

#### **6. VOTING BY WAY OF POLL**

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. An announcement on the poll vote results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

#### **7. DIRECTORS' RECOMMENDATION**

The Directors consider that the above proposals relating to the general mandate to issue new Shares, the Repurchase Mandate, the re-election of Mr. Liao Chao-Ping, Mr. Yang Ching Shou and Mr. Yu Shih-Pi as executive Directors and also the re-election of Mr. Tsai Jeng-Yang as independent non-executive Director are in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions at the AGM.

**LETTER FROM THE BOARD**

**8. GENERAL INFORMATION**

Your attention is drawn to the additional information set out in the appendices to this circular. The English text of this circular shall prevail over the Chinese text.

Yours faithfully,  
On behalf of the Board  
**Qianlong Technology International Holdings Limited**  
**Liao Chao-Ping**  
*Chairman*



This appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the issued share capital of the Company as at the date of the passing of the Repurchase Resolution. For the purpose of this Appendix, the term “shares” shall be as defined in the Share Repurchases Rules to mean shares of all classes and securities which carry a right to subscribe or purchase shares.

### **1. THE LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listing is on Stock Exchange to repurchase their shares on Stock Exchange and any other stock exchange on which the securities of the Company may be listed and recognized by SFC and Stock Exchange subject to certain restrictions, the more important of which are summarized below. The Company is empowered by its Articles of Association to repurchase its own shares.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 252,600,000 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Resolution to repurchase a maximum of 25,260,000 Shares representing not more than 10% of the issued share capital of the Company during the period from the date of the passing of the Repurchase Resolution until (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 by the Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever comes first.

### **3. REASONS FOR REPURCHASE**

The Directors believe that the proposed Repurchase Mandate is in the best interests of the Company and its Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders as a whole.

### **4. FUNDING OF REPURCHASES**

In repurchasing any Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association and the applicable laws and regulations of the Cayman Islands.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the Annual Report for the year ended 31 December 2012 in the event that the power to repurchase Shares pursuant to the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

## 5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on Stock Exchange in each of the previous 12 months before the Latest Practicable Date are as follows:

	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
April 2012	0.68	0.61
May 2012	0.69	0.56
June 2012	0.70	0.56
July 2012	0.72	0.60
August 2012	0.65	0.60
September 2012	0.62	0.59
October 2012	0.70	0.62
November 2012	0.70	0.65
December 2012	0.76	0.65
January 2013	0.73	0.67
February 2013	0.89	0.70
March 2013	0.92	0.74
April 2013 (up to the Latest Practicable Date)	0.94	0.80

## 6. UNDERTAKING FROM THE DIRECTORS OF THE COMPANY

The Directors have undertaken to Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Cayman Islands and in accordance with the Articles of Association.

## 7. DISCLOSURE OF INTERESTS, THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any associates of the Directors currently intends to sell any Shares to the Company.

As at the Latest Practicable Date, no connected person (as defined in the Listing Rules) of the Company has notified the Company that it has a present intention to sell Shares of the Company or its subsidiaries, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purpose of rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rule 26 or rule 32 of the Takeovers Code.

Assuming that the substantial Shareholders do not dispose of its Shares, if the Repurchase Mandate were exercised in full, the percentage shareholdings of the substantial shareholders of the Company before and after such repurchase would be as follows:

<b>Substantial Shareholders</b>	<b>Before repurchase</b>	<b>After repurchase</b>
Chou Shih-Chung	13.044%	14.493%
Sapphire World Investment Limited	9.699%	10.777%
Legend Isle Technology Limited	9.699%	10.777%
Star Channel Technology Limited	7.274%	8.083%
Star Orient Global Limited	<u>5.889%</u>	<u>6.543%</u>
	45.605%	50.673%

The Directors are not aware of any consequences which may arise under the Takeovers Code as consequences of any purchase made under the Repurchase Mandate. However, the Company may not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

On the basis of the shareholdings held by the substantial shareholders of the Company named above, an exercise of the Repurchase Mandate in full will not have any implications under the Takeovers Code.

## 8. SHARE REPURCHASE MADE BY THE COMPANY

The Company did not purchase any Shares (whether on Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

The following are the details of the Directors proposed for re-election at the AGM:

### EXECUTIVE DIRECTORS

#### Mr. Liao Chao-Ping (“Mr. Liao”)

Mr. Liao Chao-Ping, aged 69, is an executive Director and the chairman of the Group and responsible for the Group’s overall direction and the relationship development of potential business opportunities. He is a director of Union Constriction Company Limited (a company incorporated in Taiwan). Mr. Liao has joined the Group in October 2004 and been appointed as chairman of the Group in January 2005. Mr. Liao has also been appointed as the chairman of the nomination committee of the Group on 23 March 2012.

The appointment of Mr. Liao, if re-elected, will be for a term of two years and is subject to retirement by rotation and will be eligible for re-election at the annual general meetings of the Company pursuant to the Articles of Association. The Company has entered into a service contract with Mr. Liao, which shall continue thereafter until terminated by either party giving to the other at least one months’ prior notice in writing.

As at the Latest Practicable Date, the interests of Mr. Liao and his associates in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO), which have been notified to the Stock Exchange pursuant to the Model Code contained in the Listing Rules and which have been recorded in the register maintained by the Company pursuant to section 352 of the SFO, were as follows:

Name of director	Type of interests	Number of shares held	Percentage of the Company’s issued share capital
Mr. Liao Chao-Ping	Personal	5,000,000	1.979%

An executive Director, Miss Liao Angela Min-Yin, is the daughter of Mr. Liao. Save as disclosed, Mr. Liao is not related to any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, Mr. Liao did not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

The amount of fees and emoluments to be received by Mr. Liao will be fixed by the Board at RMB413,400 per annum, subject to Shareholders’ approval at the forthcoming Annual General Meeting and determined by reference to the remuneration committee of the Company.

Mr. Liao is not a director of any other listed public company in Hong Kong or overseas in the last 3 years.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders of the Company. Nor is there any information regarding Mr. Chen required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

<b>APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION</b>
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**Mr. Yang Ching Shou (“Mr. Yang”)**

Mr. Yang Ching Shou, aged 54, is an executive Director, the chief executive officer of the Group and president of Shanghai Qianlong Advanced Technology Company Limited. He is one of the founders of the Group. He is responsible for the Group’s overall strategic planning and its implementation. Before joining the Group since 1999, Mr. Yang held senior management positions in various computer software companies in Taiwan. Mr. Yang holds a Bachelor degree of Management from National Chiao Tung University, Taiwan.

The appointment of Mr. Yang, if re-elected, will be for a term of two years and is subject to retirement by rotation and will be eligible for re-election at the annual general meetings of the Company pursuant to the Articles of Association. The Company has entered into a service contract with Mr. Yang, which shall continue thereafter until terminated by either party giving to the other at least one months’ prior notice in writing.

As at the Latest Practicable Date, the interests of Mr. Yang and his associates in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO), which have been notified to the Stock Exchange pursuant to the Model Code contained in the Listing Rules and which have been recorded in the register maintained by the Company pursuant to section 352 of the SFO, were as follows:

Name of director	Type of interests	Number of shares held	Percentage of the Company’s issued share capital
Mr. Yang Ching Shou	Corporate ( <i>Notes (1) and (2)</i> )	24,500,000	9.699%

*Notes:*

- (1) As at the Latest Practicable Date, Mr. Yang Ching Shou is the sole shareholder of Legend Isle Technology Limited which holds 24,500,000 shares, representing a 9.699% interest in the Company.
- (2) According to the register of substantial shareholders required to be maintained under Section 336 of the SFO, the Company has been notified of these interests, being 5% or more of the issued share capital of the Company.

Mr. Yang is not related to any other directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, Mr. Yang did not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

The amount of fees and emoluments to be received by Mr. Yang will be fixed by the Board at RMB826,800 per annum per month, subject to Shareholders’ approval at the forthcoming Annual General Meeting and determined by reference to the remuneration committee of the Company.

Mr. Yang is not a director of any other listed public company in Hong Kong or overseas in the last 3 years.

<b>APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION</b>
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Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders of the Company. Nor is there any information regarding Mr. Yang required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Yu Shih-Pi (“Mr. Yu”)**

Mr. Yu Shih-Pi, aged 50, is an executive Director and held senior management positions in various computer companies before joining the Group since 1999.

The appointment of Mr. Yu, if re-elected, will be for a term of two years and is subject to retirement by rotation and will be eligible for re-election at the annual general meetings of the Company pursuant to the Articles of Association. The Company has entered into a service contract with Mr. Yu, which shall continue thereafter until terminated by either party giving to the other at least one month’s prior notice in writing.

As at the Latest Practicable Date, the interests of Mr. Yu and his associates in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO), which have been notified to the Stock Exchange pursuant to the Model Code contained in the Listing Rules and which have been recorded in the register maintained by the Company pursuant to section 352 of the SFO, were as follows:

Name of director	Type of interests	Number of shares held	Percentage of the Company’s issued share capital
Mr. Yu Shih-Pi	Corporate ( <i>Notes (1) and (2)</i> )	14,875,000	5.889%

*Notes:*

- (1) As at the Latest Practicable Date, Mr. Yu Shih-Pi is the sole shareholder of Star Orient Global Limited which holds 14,875,000 shares, representing a 5.889% interest in the Company.
- (2) According to the register of substantial shareholders required to be maintained under Section 336 of the SFO, the Company has been notified of these interests, being 5% or more of the issued share capital of the Company.

Mr. Yu is not related to any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, Mr. Yu did not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

The amount of fees and emoluments to be received by Mr. Yu will be fixed by the Board at RMB413,400 per annum, subject to Shareholders’ approval at the forthcoming Annual General Meeting and determined by reference to the remuneration committee of the Company.

Mr. Yu is not a director of any other listed public company in Hong Kong or overseas in the last 3 years.

## APPENDIX II      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders of the Company. Nor is there any information regarding Mr. Yu required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

### INDEPENDENT NON-EXECUTIVE DIRECTOR

#### Mr. Tsai Jeng-Yang (“Mr. Tsai”)

Mr. Tsai Jeng-Yang, aged 56, is an independent non-executive Director. He holds a Doctorate degree of Science in Polymer Science from the Department of Materials Science and Engineering of Massachusetts Institute of Technology in the United States of America in 1988. He has been an associate professor (adjunct) in the Energy Engineering and Management Department of School of Software and Microelectronics of Peking University in the PRC since 2012. Mr. Tsai is a certified financial investment analyst in the PRC and a certified valuation analyst and patent application attorney in Taiwan. He is currently the chairman and partner of Standard Credit Capital Management Co., Marshall. He is also the Supreme Advisor of the Legislative Yuan of Taiwan, the honourable chairman of the Small- and Medium-Sized Enterprises Foundation of Taipei and the honourable chairman of the Information Management Association of Taiwan. Mr. Tsai joined the Group and was appointed as an independent non-executive Director on 21 June 2012 and is a member of the Group’s audit committee.

The appointment of Mr. Tsai, if re-elected, will be for a term of two years and is subject to retirement by rotation and will be eligible for re-election at the annual general meetings of the Company pursuant to the Articles of Association. The Company has entered into a service contract with Mr. Tsai, which shall continue thereafter until terminated by either party giving to the other at least one month’s prior notice in writing.

Mr. Tsai is not related to any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Tsai did not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

The amount of fees and emoluments to be received by Mr. Tsai will be fixed by the Board at RMB83,440 per annum, subject to Shareholders’ approval at the forthcoming Annual General Meeting and determined by reference to the remuneration committee of the Company.

Save as disclosed above, Mr. Tsai is not a director of any other listed public company in Hong Kong or overseas in the last 3 years.

Of the retiring Directors, Mr. Tsai is an independent non-executive Director, he has made an annual confirmation on his independence in accordance with Rule 3.13 of the Listing Rules. To the best of the information and knowledge of the Board, and having made due enquiries, the Board believes that Mr. Tsai has met the independence requirement as provided under the aforesaid Rule 3.13.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders of the Company. Nor is there any information regarding Mr. Tsai required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

## NOTICE OF ANNUAL GENERAL MEETING



### 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 IS HEREBY GIVEN** that an annual general meeting of the shareholders of Qianlong Technology International Holdings Limited (“Company”) will be held at Guihua Ting, 4th Floor, Grand Trustee Purple Mountain Hotel, 778 Dong Fang Road, Pudong New Area, Shanghai, People’s Republic of China, on Friday, 21 June 2013 at 2:00 p.m. for the following purpose:

1. To receive and consider the audited financial statements and the reports of the directors (“Directors”) and the auditors of the Company for the year ended 31 December 2012;
2.
  - (a) To re-elect Mr. Liao Chao-Ping as executive Director;
  - (b) To re-elect Mr. Yang Ching Shou as executive Director;
  - (c) To re-elect Mr. Yu Shih-Pi as executive Director;
  - (d) To re-elect Mr. Tsai Jeng-Yang as independent non-executive Director;
3. To fix Directors’ remuneration;
4. To re-appoint the Company’s auditors and authorize the board of directors of the Company (“Board”) to fix their remuneration.
5. By way of special business, to consider and, if thought fit, pass with or without alterations, the following resolutions as ordinary resolution:
  - (1) **“That:**
    - (a) subject to paragraph (c) below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”), the exercise by the Directors during the Relevant Period (as hereafter defined) of all the powers of the Company to allot, issue and deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved.
    - (b) The approval paragraph (a) above shall authorise the Directors 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 purposes only



## NOTICE OF ANNUAL GENERAL MEETING

(c) The aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (where pursuant to the exercise of options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereafter defined); or (ii) the grant or exercise of any option under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed the aggregate of:

(aa) 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and

(bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this Resolution (up to maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution).

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is 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 by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; and

(iii) the passing of an ordinary resolution by the shareholders of the Company in a general meeting revoking or varying the authority given to the Directors by this resolution.

“Rights Issue” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for share open for a period fixed by the Directors to holders of shares in the Company on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusion 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, or the

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expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the law of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong applicable to the Company).”

(2) “**That:**

- (a) The exercise by the Directors during the Relevant Period of all powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognised by The Securities and Futures Commission of Hong Kong and Stock Exchange for such purpose, and otherwise in accordance with the Codes on Takeovers and Mergers and Share Repurchases, the Listing Rules, the articles of association of the Company and all other applicable laws in this regard, be and are hereby generally and unconditionally approved.
  - (b) The aggregate nominal amount of shares of the Company which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
  - (c) For the purpose of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is 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 by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; and
    - (iii) the passing of an ordinary resolution by the shareholders of the Company in a general meeting revoking or varying the authority given to the Directors by this resolution.”
- (3) “**That** the Directors be and are hereby authorised to exercise the authority referred to in paragraph (a) of Resolution No. 5(1) above in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

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

22 April 2013

## NOTICE OF ANNUAL GENERAL MEETING

*Registered Office:*

P.O. 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:**

- (a) A shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not to be a shareholder of the Company.
- (b) To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of such power or authority must be deposited with the Company's Hong Kong branch registrars, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time for holding the meeting or at any adjournment thereof.
- (c) In relation to proposed resolution No. 5 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders of the Company.