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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, 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 least once hand this circular together with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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 CHANGE OF COMPANY NAME,
PROPOSED SHARE SUBDIVISION
AND
NOTICE OF EGM**

A notice convening the EGM to be held 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. and at any adjournment thereof is set out on pages 11 to 12 of this circular. A form of proxy for use at the EGM is also enclosed with this circular.

Whether or not you intend to attend the EGM or any adjourned meeting (as the case may be) in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish and, in such event, the form of proxy shall be deemed to be revoked.

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EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Subdivision is as follows:

2014

Despatch of the Circular (including the notice of the EGM)
and the related form of proxy to the Shareholders On or around
Monday, 20 January

Latest date and time of lodgement of form of
proxy for the EGM 10:00 a.m. on
Saturday, 8 February

Expected date and time of the EGM 10:00 a.m. on
Monday, 10 February

Publication of the announcement of the results of the EGM Monday, 10 February

The following events are conditional on the fulfilment of the conditions for the implementation of the Share Subdivision as set out in the section headed "Conditions of the Share Subdivision" below.

Effective date of the Share Subdivision Tuesday, 11 February

First day of free exchange of existing share certificates for
the new share certificates for the Subdivided Shares 9:00 a.m. on
Tuesday, 11 February

Dealings in Subdivided Shares commence 9:00 a.m. on
Tuesday, 11 February

Original counter for trading in Shares in board lots of
2,000 Shares temporarily closes 9:00 a.m. on
Tuesday, 11 February

Temporary counter for trading in Subdivided Shares
in board lots of 8,000 Subdivided Shares
(in the form of existing share certificates) opens 9:00 a.m. on
Tuesday, 11 February

Original counter for trading in Subdivided Shares
in board lots of 2,000 Subdivided Shares (only new share
certificates for the Subdivided Shares can be
traded at this counter) reopens 9:00 a.m. on
Tuesday, 25 February

Parallel trading in the Shares and Subdivided Shares
(in the form of existing share certificates and new share
certificates) commences 9:00 a.m. on
Tuesday, 25 February

EXPECTED TIMETABLE

Temporary counter for trading in Subdivided Shares in
board lots of 8,000 Subdivided Shares (in the form of
existing share certificates) closes 4:00 p.m. on
Monday, 17 March

Parallel trading in the Shares and Subdivided Shares
(in the form of existing share certificates and new share
certificates) ends 4:00 p.m. on
Monday, 17 March

Free exchange of existing share certificates for the Shares
for new share certificates for the Subdivided Shares ends Wednesday, 19 March

All times and dates in this circular refer to Hong Kong local times and dates. Dates or deadlines specified in the expected timetable above depends on the results of the EGM and are therefore for indicative purpose only. Any changes to the expected timetable will be further announced as and when appropriate.

DEFINITIONS

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

“Articles”	the existing memorandum and articles of association of the Company
“Board”	the board of Directors
“Business Day(s)”	any day(s) on which the Stock Exchange is open for the transaction of business
“Cayman Registrar”	the Registrar of Companies in the Cayman Islands
“Change of Company Name”	the proposed change of the name of the Company 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”
“Company”	Qianlong Technology International Holdings Limited
“Convertible Bonds”	the convertible bonds issued by the Company to Parko (Hong Kong) Limited on 19 November 2013 pursuant to the subscription agreement dated 15 July 2013 (as supplemented by a supplemental agreement dated 16 August 2013) entered into between the Company and Parko (Hong Kong) Limited
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held 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., notice of which is set out on pages 11 to 12 of this circular, and at any adjournment thereof
“Group”	the Company and its subsidiaries
“Hebei SMC”	Hebei Supply and Marketing Cooperative (河北供銷總社)
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

* For identification purpose only

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	17 January 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Committee”	the listing committee of the Stock Exchange for considering applications for listing and granting of listing of securities on the Stock Exchange
“Parko”	Parko (Hong Kong) Limited
“Share(s)”	ordinary share(s) of HK0.10 each in the share capital of the Company
“Share Subdivision”	the proposed subdivision of each issued and unissued Share into four Subdivided Shares
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	ordinary share(s) of HK\$0.025 each in the share capital of the Company upon the Share Subdivision becoming effective



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)

Executive Directors:

Mr. Chen Li-Jun (*Chairman*)

Mr. Zhang Yanhui

Mr. Ren Hai

Mr. Peng Guojiang

Mr. Zhang Yuliang

Ms. Wen Yuanyi

Registered office:

P.O. Box 309, Uglund 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

Independent Non-executive Directors:

Ms. Chiu Kam-Hing Kathy

Mr. Tsai Jeng-Yang

Mr. Ting Tit Cheung

Mr. Shum Wan Lung

Mr. Law Yee Kwan Quinn

20 January 2014

*To the Shareholders and, for information purposes only,
the holders of outstanding convertible bonds of the Company*

Dear Sir/Madam,

**PROPOSED CHANGE OF COMPANY NAME,
PROPOSED SHARE SUBDIVISION
AND
NOTICE OF EGM**

1. INTRODUCTION

A special resolution relating to the proposed change of the name of the Company and an ordinary resolution relating to the proposed share subdivision are to be proposed at the EGM. The purposes of this circular are (i) to provide you with information regarding among others, the Change of Company Name and the Share Subdivision; and (ii) to give you notice of the EGM.

* *For identification purpose only*

LETTER FROM THE BOARD

2. PROPOSED CHANGE OF COMPANY NAME

The Board proposes that, subject to the conditions set out below being fulfilled, 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”.

Reasons and conditions for the proposed Change of Company Name

Since October 2013, Hebei SMC, through its indirect interests in Parko, has become a new controlling shareholder of the Company and the Company has become a non-wholly owned subsidiary of Hebei SMC. Please refer to the joint announcements issued by the Company and Parko dated 14 October 2013, 29 October 2013, 12 November 2013 and 19 November 2013 for details. The Board believes that the new Company name will not only provide the Company with a fresh corporate identity, but also better reflect the relationship between the Company and its new controlling shareholder. The Board considers that the proposed Change of Company Name is in the interests of the Company and the Shareholders of the Company as a whole.

The proposed Change of Company Name shall be conditional upon the passing of a special resolution by the Shareholders at the EGM to approve the proposed Change of Company Name, and will take effect thereafter. The Company will carry out all necessary registration and/or filing procedures with the Cayman Registrar and the Companies Registry in Hong Kong.

Effects of the proposed Change of Company Name

The proposed Change of Company Name will not affect any of the rights of the Shareholders. All existing share certificates in issue bearing the existing Company name, will, after the proposed Change of Company Name, continue to be evidence of legal title to the Shares and will be valid for trading, settlement, registration and delivery for the same number of Shares in the new name of the Company. However, in conjunction with the Share Subdivision, new share certificates for the Subdivided Shares bearing the new name of the Company will be issued to replace the existing share certificates for the Shares, details of which are set out in the paragraph headed “3. PROPOSED SHARE SUBDIVISION — Free exchange of share certificate” below.

In addition, the English and Chinese stock short names of the Company (subject to the confirmation of the Stock Exchange), the logo and the website of the Company will also be changed after the Change of Company Name becoming effective and the Articles will be updated accordingly.

* For identification purpose only

LETTER FROM THE BOARD

Further announcement will be made by the Company in relation to the effective date of the Change of Company Name and the change of stock short names of the Company.

3. PROPOSED SHARE SUBDIVISION

Share Subdivision

The Board proposes to subdivide each existing issued and unissued Share of HK\$0.10 in the share capital of the Company into four Subdivided Shares of HK\$0.025 each.

All Subdivided Shares will rank pari passu with each other in all respects with the Shares in issue prior to the Share Subdivision and the Share Subdivision will not result in any change in the relevant rights of the Shareholders.

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$100,000,000 divided into 1,000,000,000 Shares of HK\$0.10 each, of which 252,600,000 Shares have been issued and are fully paid or credited as fully paid. Upon the Share Subdivision becoming effective, the authorised share capital of the Company will be HK\$100,000,000 divided into 4,000,000,000 Subdivided Shares, of which 1,010,400,000 Subdivided Shares will be in issue and fully paid or credited as fully paid, assuming that no further Shares are issued or repurchased prior to the Share Subdivision becoming effective.

As at the Latest Practicable Date, the Company has issued 3% convertible bonds due in year 2018 with an aggregate outstanding principal amount of HK\$151,007,520 convertible into a total of approximately 79,477,642 Shares based on the prevailing conversion price of HK\$1.90 per Share. As a result of the Share Subdivision, based on the relevant terms of the Convertible Bonds and upon the Share Subdivision becoming effective, the conversion price of the Convertible Bonds is expected to be adjusted from HK\$1.90 per Share to HK\$0.475 per Subdivided Share. The above adjustment will be certified pursuant to the terms and conditions of the Convertible Bonds.

Conditions of the Share Subdivision

The Share Subdivision is conditional upon:

- (a) the passing by the Shareholders at the EGM of an ordinary resolution approving the Share Subdivision; and
- (b) the Listing Committee granting the listing of, and permission to deal in, the Subdivided Shares and any Subdivided Share which may fall to be issued upon the exercise of Convertible Bonds.

The Share Subdivision will become effective after the conditions of the Share Subdivision above are fulfilled.

LETTER FROM THE BOARD

The Shares are currently traded in board lots of 2,000 Shares. Upon the Share Subdivision becoming effective, the board lot size will be 2,000 Subdivided Shares.

The Share Subdivision will not be expected to result in any odd lots other than those already exist.

Reasons for the Share Subdivision

Upon the proposed Share Subdivision becoming effective, the par value of each Share will decrease and the total number of Shares in issue will increase. The Share Subdivision will result in a downward adjustment to the trading price of the Shares. The Board believes that the Share Subdivision will reduce the trading spread as well as the volatility of the trading price of the Shares and thus result in an improved liquidity in the Company's Subdivided Shares. Further, the Board is of view that the Share Subdivision will enable the Company to attract more investors and broaden its shareholders' base.

Save for the expenses to be incurred by the Company in relation to the Share Subdivision, the implementation of the Share Subdivision will not, by itself, alter the underlying assets, business operations, management or the financial position of the Company or the proportionate interest of the Shareholders. The Board considers that the Share Subdivision is in the interests of the Company and the Shareholders as a whole.

Listing and dealing

An application will be made to the Listing Committee for the listing of, and permission to deal in, the Subdivided Shares and any Subdivided Share which may fall to be issued upon the exercise of the Convertible Bonds. Subject to the granting of the listing of, and permission to deal in, the Subdivided Shares and any Subdivided Share which may fall to be issued upon the exercise of the Convertible Bonds on the Stock Exchange, the Subdivided Shares and any Subdivided Share which may fall to be issued upon the exercise of the Convertible Bonds will be accepted as eligible securities by the HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange or such other date as may be determined by the HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No part of the equity or debt securities of the Company is listed or dealt in on any other stock exchanges other than the Stock Exchange and no such listing permission to deal in is being or is currently proposed to be sought from any other stock exchange.

LETTER FROM THE BOARD

Free exchange of share certificate

Upon the Share Subdivision becoming effective, the Shareholders can submit their existing certificates for the Shares to the Company's branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, in exchange for the new share certificates for the Subdivided Shares free of charge between 9:00 a.m. and 4:30 p.m. on any Business Day from 11 February 2014 to 19 March 2014 (both days inclusive). After the expiry of such period, existing certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each existing share certificate cancelled or new share certificate issued (whichever number of share certificates involved is higher). It is expected that the new share certificates for the Subdivided Shares will be available for collection within a period of 10 Business Days after the submission of the existing share certificates for the Shares to Computershare Hong Kong Investor Services Limited for exchange.

The new share certificates will be gold in colour so as to be distinguished from the existing share certificates which are red in colour.

The existing share certificates for the Shares will only be valid for delivery, trading and settlement purposes for the period up to 4:00 p.m. on 17 March 2014 and thereafter will not be accepted for delivery, trading and settlement purposes. However, the existing share certificates for the Shares will continue to be good evidence of title to the Subdivided Shares on the basis of one Share for four Subdivided Shares.

4. EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Subdivision is set out on pages 1 to 2 of this circular.

All times and dates in this circular refer to Hong Kong local times and dates. Dates or deadlines specified in this circular depends on the results of the EGM and are therefore for indicative purpose only. Any changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

5. ACTION TO BE TAKEN

A notice convening the EGM to be held 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. at which resolutions will be proposed to approve the Change of Company Name and the Share Subdivision is set out on pages 11 to 12 of this circular.

Whether or not you are able to attend the EGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and, in any event not later than 48 hours before the time for the EGM or any adjournment thereof to the Company's Hong Kong share registrar and transfer office,

LETTER FROM THE BOARD

Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

6. VOTING BY POLL AT THE EGM

Pursuant to Rule 13.39 of the Listing Rules, all proposed resolutions put to Shareholders at the EGM will be taken by poll.

7. RECOMMENDATION

The Directors consider that the proposed Change of Company Name and the proposed Share Subdivision are in the best interests of the Company and its Shareholders and recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the EGM.

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

NOTICE OF EGM



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 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
- (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.

* For identification purpose only

NOTICE OF EGM

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, Uglan 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.
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.

* *For identification purpose only*