

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: 8015)

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

A notice convening the annual general meeting of Qianlong Technology International Holdings Limited to be held at conference room E, 6th Floor, Purple Mountain Hotel, 778 Dong Fang Road, Pudong New Area, Shanghai, People's Republic of China, on Friday, 13 May 2011 at 2:00 p.m. is set out on pages 11 to 14 of this document. Whether or not you are able to attend such meeting, please complete and return the form of proxy enclosed with the annual report in accordance with the instructions printed thereon to the registered office of Qianlong Technology International Holdings Limited's Hong Kong branch registrars, Computershare Hong Kong Investor Services Limited at Rooms 1901-5, 19th 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.

This circular, for which the directors of Qianlong Technology International Holdings Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to Qianlong Technology International Holdings Limited. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this circular is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this circular misleading; and (3) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This circular will remain on the "Latest Company Announcements" page of the GEM Website for at least 7 days from the date of its posting and on the Company website at www.qianlong.com.cn.

* For identification purposes only

7 April 2011

**CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF
THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “EXCHANGE”)**

GEM has been positioned as a market designed to accommodate companies to which a high investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	2
Appendix I — Explanatory Statement	6
Appendix II — Details of Directors proposed for re-election	9
Notice of Annual General Meeting	11

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 conference room E, 6th Floor, Purple Mountain Hotel, 778 Dong Fang Road, Pudong New Area, Shanghai, People’s Republic of China, on Friday, 13 May 2011 at 2:00 p.m., notice of which is set out on pages 11 to 14 of this document
“Annual Report”	the annual report of the Company for the year ended 31 December 2010
“Board”	board of Directors
“Company”	Qianlong Technology International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and listed on GEM
“Directors”	directors of the Company
“GEM”	The Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Latest Practicable Date”	25 March 2011, being the latest practicable date prior to the printing of this document
“Repurchase Proposal”	the proposal to give a general mandate 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 of the notice of the Annual General Meeting
“Share Repurchase Rules”	the relevant rules set out in the GEM Listing Rules in particular chapter 13, to regulate the repurchase by companies with primary listing of their own securities on GEM
“Share(s)”	fully paid-up share(s) of HK\$0.10 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong Special Administrative Region

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: 8015)

Directors:

Executive Directors:

Liao Chao Ping (*Chairman*)

Fan Ping Yi (*Vice Chairman*)

Yang Ching Shou, Peter (*Managing Director*)

Chen Shen Tien

Chen Ming Chuan

Yu Shih Pi

Liao Angela Min Yin

Independent Non-executive Directors:

Chiu Kam Hing, Kathy

Chang Long Teng

Hsieh Billy Shao Ven

Registered Office:

Ugland House

P.O. Box 309

George Town

Grand Cayman

Cayman Islands

British West Indies

**Head Office and Principal Place
of Business:**

Unit A, 25th Floor,

Yardley Commercial Building

3 Connaught Road West,

Sheung Wan,

Hong Kong

7 April 2011

To the shareholders of the Company

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**

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. Fan Ping Yi and Mr. Chen Ming Chuan as Executive Directors; and (iii) the re-election of Miss Chiu Kam Hing, Kathy as an Independent Non-executive Director of the Company notwithstanding that she has been serving as such more than 9 years.

* *For identification purposes only*

LETTER FROM THE BOARD

PROPOSED 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 equivalent to 50,520,000 Shares 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.

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 of the Company 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 of the Company in general meeting.

PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, it is proposed to seek your approval of the ordinary resolution No. 5(2) as set out in the notice of the AGM to give a fresh mandate to the Directors to exercise the power on behalf of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company at the date of passing of the resolution (“Repurchase Mandate”).

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 of the Company 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 of the Company in general meeting.

An explanatory statement, as required by the relevant rules as set out in the GEM Listing Rules to regulate the repurchase by companies with primary listings on the Stock Exchange of their own securities on the Stock Exchange, to provide requisite information to you for your consideration of the Repurchase Mandate, is set out in Appendix I to this circular.

LETTER FROM THE BOARD

PROPOSED RE-ELECTION OF EXECUTIVE DIRECTORS

In accordance with Article 116 of the Amended and Restated Articles of Association of the Company, Mr. Fan Ping Yi and Mr. Chen Ming Chuan shall retire from office 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 GEM Listing Rules are set out in Appendix II of this circular.

PROPOSED RE-ELECTION OF MISS CHIU KAM HING, KATHY AS INDEPENDENT NON-EXECUTIVE DIRECTOR

In accordance with Article 116 of the Amended and Restated Articles of Association of the Company, Miss Chiu Kam Hing, Kathy shall retire from office by rotation at the AGM and, being eligible, will offer herself for re-election at the AGM.

Since listing of the Company in December 1999 Miss Chiu Kam Hing, Kathy (“Miss Chiu”) has been serving as the Company’s Independent Non-executive Director for more than 9 years. This could be relevant to the determination of her independence as an Independent Non-executive Director.

Notwithstanding the above, the Board would recommend that Miss Chiu be re-elected as Independent Non-executive Director of the Company at the AGM.

As an experienced professional banker, Miss Chiu has demonstrated to the Board over the years her professionalism, objectivity, integrity and independence in discharge of her duties as an Independent Non-executive Director. She has actively participated in discussions and unreservedly expressed her objective views at Board meetings. She has time and again rendered invaluable advice to which the Board are indebted.

Miss Chiu is also the chairman of the Company’s audit committee and remuneration committee.

The Board have every reason to believe that Miss Chiu would continue to be independent, and she should be re-elected as Independent Non-executive Director.

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

AGM

A notice convening the AGM is set out on pages 11 to 14 of 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 the branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1901-5, 19th Floor, Hopewell Centre, 183 Queen’s Road East,

LETTER FROM THE BOARD

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.

PROCEDURES FOR DEMANDING A POLL

According to Article 80 of the Amended and Restated Articles of Association of the Company, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is duly demanded. A poll may be demanded by:

- (a) the Chairman of the meeting; or
- (b) at least five Shareholders present in person or by proxy and entitled to vote or who represent in the aggregate not less than one-tenth of the total voting rights of all Shareholders having the right to attend and vote at the meeting; or
- (c) any Shareholder or Shareholders present in person or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

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. Fan Ping Yi and Mr. Chen Ming Chuan as Executive Directors and also the re-election of Miss Chiu Kam Hing, Kathy as Independent Non-executive Director are in the best interests of the Company and its shareholders. Accordingly, the Directors recommend you to vote in favour of such resolutions at the AGM.

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 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. GEM LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The GEM Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on GEM 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.

Source of funds

Repurchase must be funded out of funds which are legally available for the purpose and in accordance with the articles of association of the Company. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Any amount of premium payable on a repurchase over the par value of the shares may be effected out of funds of the Company which would otherwise be available for dividend or distribution or out of the Company’s share premium account.

As at the Latest Practicable Date and to the best knowledge of the Directors, no connected person of the Company has notified the Company that he has a present intention to sell any shares to the Company or has any such connected person undertaken not to sell any of the Shares held by him to the Company in the event that the Repurchase Mandate is passed.

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 of the Company 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 Repurchase Proposal 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.

4. FUNDING OF REPURCHASE

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. The Company may not purchase securities on the GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

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 2010 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 the Stock Exchange in each of the previous twelve months before the Latest Practicable Date are as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
March 2010	1.18	0.90
April 2010	1.30	1.06
May 2010	1.08	0.88
June 2010	1.10	0.97
July 2010	1.10	0.98
August 2010	1.16	0.99
September 2010	1.12	1.02
October 2010	1.18	1.01
November 2010	1.22	1.06
December 2010	1.20	1.08
January 2011	1.33	1.10
February 2011	1.25	1.18
March 2011 (up to the Latest Practicable Date)	1.18	1.04

6. UNDERTAKING FROM THE DIRECTORS OF THE COMPANY

The Directors have undertaken to the 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 GEM Listing Rules and the applicable laws of Cayman Islands and in accordance with the articles of association of the Company.

7. DISCLOSURE OF INTERESTS, THE 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.

No connected person (as defined in the GEM 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 Rules 26 and 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:

Substantial Shareholders	Before repurchase	After repurchase
Red Coral Financial Limited	13.955%	15.505%
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>
	46.516%	51.685%

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 REPURCHASES MADE BY THE COMPANY

The Company did not purchase any Shares (whether on the Stock Exchange or otherwise) since the granting of the Repurchase Mandate on 14 May 2010 as at 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. Fan Ping Yi (“Mr. Fan”)

Mr. Fan, aged 52, is the vice-chairman and one of the founders of the Group. He is responsible for the Group’s overall strategic planning and its implementation. Before joining the Group, Mr. Fan held senior management positions in various software houses in Taiwan.

The appointment of Mr. Fan, if re-elected, will not be for any specific term but 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 of the Company.

Mr. Fan is not related with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

The amount of fees and emoluments to be received by Mr. Fan will be fixed by the Board at RMB31,800 per month, subject to shareholders’ approval at the forthcoming Annual General Meeting and determined by reference to the remuneration policy of the Company and market benchmark.

Mr. Fan is the sole shareholder of Sapphire World Investment Limited which holds 24,500,000 shares, representing a 9.699% interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Fan is not a director of any other listed public company in Hong Kong 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. Fan required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Chen Ming Chuan (“Mr. Chen”)

Mr. Chen, aged 46, has engaged in the IT industry over 26 years with intensive experience in development of securities analysis software.

The appointment of Mr. Chen, if re-elected, will not be for any specific term but 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 of the Company.

Mr. Chen is not related with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

The amount of fees and emoluments to be received by Mr. Chen will be fixed by the Board at RMB31,800 per month, subject to shareholders’ approval at the forthcoming Annual General Meeting and determined by reference to the remuneration policy of the Company and market benchmark.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Chen is the sole shareholder of Star Channel Technology Limited which holds 18,375,000 shares, representing a 7.274% interest in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Mr. Chen is not a director of any other listed public company in Hong Kong 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 17.50(2)(h) to (v) of the GEM Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Miss Chiu Kam Hing, Kathy (“Miss Chiu”)

Miss Chiu, aged 62, has over 39 years of banking experience in Canada and Asia Pacific region. Miss Chiu was senior vice-president at the Republic National Bank of New York and was responsible for the management and investment of third party clients’ funds. Miss Chiu is the chairman of the Group’s audit committee and remuneration committee.

The appointment of Miss Chiu, if re-elected, will not be for any specific term but 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 of the Company.

Miss Chiu is not related with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

The amount of fees and emoluments to be received by Miss Chiu will be fixed by the Board at HK\$15,000 per month, subject to shareholders’ approval at the forthcoming Annual General Meeting and determined by reference to the remuneration policy of the Company and market benchmark.

Miss Chiu does not hold any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Miss Chiu is an Independent Non-executive Director of Asia Coal Limited, a listed public company in Hong Kong. She is not a director of any listed public company in Hong Kong in the last 3 years, other than the Company and the said Asia Coal Limited.

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 Miss Chiu required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM 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: 8015)

Notice is hereby given that an annual general meeting of the shareholders of Qianlong Technology International Holdings Limited (“the Company”) will be held at conference room E, 6th Floor, Purple Mountain Hotel, 778 Dong Fang Road, Pudong New Area, Shanghai, People’s Republic of China, on Friday, 13 May 2011 at 2:00 p.m. for the following purpose:

1. To receive and consider the audited financial statements and the reports of the directors and the auditors of the Company for the year ended 31 December 2010;
2. To approve the payment of a final dividend for the year ended 31 December 2010 (if any).
3.
 - (a) To re-elect Mr. Fan Ping Yi as Executive Director
 - (b) To re-elect Mr. Chen Ming Chuan as Executive Director
 - (c) To re-elect Miss Chiu Kam Hing, Kathy as Independent Non-executive Director
 - (d) To fix the Directors’ remuneration
4. To re-appoint the Company’s auditors and authorize the 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 Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, 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 shares 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 Right 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, the Company Law (1995 Revision) of the Cayman Islands or any other applicable law 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.

“Right 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

NOTICE OF ANNUAL GENERAL MEETING

expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the 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 recognise 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 and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission. The Stock Exchange of Hong Kong Limited, the articles of association of the Company, the Companies Law (1995 Revision) of the Cayman Islands and all other applicable laws in this regard, be and the same is 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 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, the Companies Law (1995 Revision) of the Cayman Islands or any other applicable law of 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.”

NOTICE OF ANNUAL GENERAL MEETING

- (3) “**That** the Directors be and they 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

7 April 2011

Registered Office:

The Offices of Maples and Calder
Attorneys-at-law
Ugland House
P.O. Box 309,
George Town,
Grand Cayman,
Cayman Islands,
British West Indies

Head Office and Principal Place of Business:

Unit A, 25th Floor
Yardley Commercial Building
3 Connaught Road West
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 1901-5, 19th 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 Rules Governing the Listing of Securities on The Growth Enterprise Market of the Stock Exchange. 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.