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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 on Main Board: 1236)**

**(Stock code on GEM: 8015)**

**TRANSFER OF LISTING FROM THE  
GROWTH ENTERPRISE MARKET TO THE MAIN BOARD  
OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

**Financial adviser to Qianlong Technology International Holdings Limited**



**Guotai Junan Capital Limited**

On 17 June 2011, an application was made by the Company to the Stock Exchange for the transfer of listing of all the Shares in issue from GEM to the Main Board. The Company has applied for the listing of, and permission to deal in, all the 252,600,000 Shares in issue on the Main Board by way of transfer of listing from GEM to the Main Board. The approval-in-principle has been granted by the Stock Exchange on 18 August 2011 for the Shares to be listed on the Main Board and de-listed from GEM, according to Rule 9A.09(6) of the Main Board Listing Rules.

All pre-conditions for the Transfer of Listing as set out in Rule 9A.02 of the Main Board Listing Rules have been fulfilled in relation to the Company and the Shares.

The last day of dealings in the Shares on GEM (Stock code: 8015) will be Friday, 26 August 2011. Dealings in the Shares on the Main Board (Stock code: 1236) will commence at 9:00 a.m. on Monday, 29 August 2011.

The Transfer of Listing will have no effect on the existing share certificates in respect of the Shares which will continue to be good evidence of legal title and be valid for trading, settlement and registration purposes and will not involve any transfer or exchange of the existing share certificates. Currently, the Shares are traded in a board lot of 2,000 Shares each and are traded in Hong Kong dollars. No change will be made to the English and Chinese stock short names of the Company, the existing share certificates, the board lot size, the trading currency of the Shares and the Hong Kong branch share registrar and transfer office of the Company following the Transfer of Listing.

Reference is made to the announcement issued by the Company dated 17 June 2011 in relation to the formal application submitted to the Stock Exchange for the Transfer of Listing under the transfer of listing arrangement pursuant to the relevant provisions of the GEM Listing Rules and the Main Board Listing Rules.

## **TRANSFER OF LISTING OF THE SHARES FROM GEM TO THE MAIN BOARD**

On 17 June 2011, an application was made by the Company to the Stock Exchange for the transfer of listing of all the Shares in issue from GEM to the Main Board. The Company has applied for the listing of, and permission to deal in, all the 252,600,000 Shares in issue on the Main Board by way of transfer of listing from GEM to the Main Board. The approval-in-principle has been granted by the Stock Exchange on 18 August 2011 for the Shares to be listed on the Main Board and de-listed from GEM, according to Rule 9A.09(6) of the Main Board Listing Rules.

All pre-conditions for the Transfer of Listing as set out in Rule 9A.02 of the Main Board Listing Rules have been fulfilled in relation to the Company and the Shares.

## **REASONS FOR THE TRANSFER OF LISTING**

The Company has been listed on GEM since 17 December 1999. The Group is principally engaged in the research, development and distribution of software, and the provision of related maintenance, usage and information services in the PRC.

The Directors believe that the listing of the Shares on the Main Board will enhance the profile of the Group and could improve the trading liquidity of the Shares. The Directors also believe that following the Transfer of Listing, the Company could gain a wider recognition among larger institutional and retail investors. The Directors consider that the listing of the Shares on the Main Board will be beneficial to the future growth, financial flexibility and business development of the Company. No change in nature of the business of the Group is contemplated by the Directors following the Transfer of Listing.

The Transfer of Listing will not involve any issue of new Shares by the Company.

### **DEALINGS IN THE SHARES ON THE MAIN BOARD**

The Shares have been accepted as eligible securities by HKSCC for deposit, clearance and settlement in the CCASS with effect from 17 December 1999, the first date on which the Shares were listed on GEM. Subject to the continued compliance with the stock admission requirements of HKSCC, the Shares will continue to be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS once dealings in the Shares on the Main Board commence, and that all activities under CCASS are subject to the General Rules of the CCASS and CCASS Operational Procedures in effect from time to time.

The last day of dealings in the Shares on GEM (Stock code: 8015) will be Friday, 26 August 2011. Dealings in the Shares on the Main Board (Stock code: 1236) will commence at 9:00 a.m. on Monday, 29 August 2011.

The Transfer of Listing will have no effect on the existing share certificates in respect of the Shares which will continue to be good evidence of legal title and be valid for trading, settlement and registration purposes and will not involve any transfer or exchange of the existing share certificates. Currently, the Shares are traded in a board lot of 2,000 Shares each and are traded in Hong Kong dollars. No change will be made to the English and Chinese stock short names of the Company, the existing share certificates, the board lot size, the trading currency of the Shares and the Hong Kong branch share registrar and transfer office (which is Computershare Hong Kong Investor Services Limited) of the Company following the Transfer of Listing.

### **GEM SHARE OPTION SCHEME**

The GEM Share Option Scheme has expired and no further share option will be offered or granted thereunder. As at the date of this announcement, no option has been granted to any employee or director of the Company or any of its subsidiaries under this GEM Share Option Scheme. The Company may consider adopting a new share option scheme which will be in compliance with the Main Board Listing Rules in the future and will then make further announcement when appropriate and obtain the approval by the Shareholders in accordance with the Main Board Listing Rules.

As at the date of this announcement, there are no outstanding options, warrants or similar rights or convertible equity securities issued by the Company which will be transferred to the Main Board.

## **GENERAL**

The Company will not continue the quarterly reporting of financial results after the listing of the Shares on the Main Board.

## **GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

Pursuant to Rule 9A.12 of the Main Board Listing Rules, the general mandates to the Directors to allot and issue new Shares and repurchase Shares (granted to the Directors by the Shareholders at the annual general meeting of the Company held on 13 May 2011) will continue to be valid and remain in effect until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) 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 law to be held; and
- (c) the revocation or variation of such authority by an ordinary resolution of Shareholders in general meeting.

## **COMPETING INTERESTS**

As at the date of this announcement, none of the Directors or substantial Shareholders or any of their respective associates had an interest in a business which competes or may compete with the business of the Group or had any conflict of interest which any such person has or may have with the Group.

## **BIOGRAPHICAL INFORMATION OF DIRECTORS**

The Company discloses below the biographical information of each Director:

### **Executive Directors**

#### **Mr. Liao Chao Ping (廖朝平) (“Mr. Liao”)**

Mr. Liao, aged 66, is an executive Director and chairman of the Group. Mr. Liao has extensive experience in real estate development. He has been a director of Union Construction Company Limited\* (友聯建設股份有限公司) (a company incorporated in Taiwan) since 1987.

Save as disclosed above, Mr. Liao does not hold any other position in the Company or any of its subsidiaries, and did not hold any other directorship or other major appointments in any other listed companies in Hong Kong or overseas in the last three years.

Mr. Liao has entered into a service contract with the Company for a term of two years from 1 April 2010 and upon either party giving to the other at least one month's prior notice in writing. He is entitled to a fixed monthly salary of RMB31,800 plus an annual bonus equivalent to one month's salary which is determined by arm's length negotiation between the Company and Mr. Liao. Mr. Liao's fee is determined by the remuneration committee of the Company.

Mr. Liao holds 5,000,000 shares, representing a 1.979% 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. Liao is the father of Miss Liao Angela Min Yin, an executive Director of the Company. Save as disclosed and as at the date hereof, Mr. Liao does not have any other relationship with any directors, senior management, management shareholders, substantial shareholders, or controlling shareholders of the Company.

**Mr. Fan Ping Yi (范平尹) (“Mr. Fan”)**

Mr. Fan, aged 52, is an executive Director, 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. Mr. Fan worked as an engineer in Han Guang Computer Company Limited\* (漢光電腦股份有限公司) between August 1983 and August 1985, an engineer in Cheng An Computer Company Limited\* (誠安電腦股份有限公司) between September 1985 and October 1987, a chairman in Wei Li Information Company Limited\* (偉利資訊股份有限公司) between November 1987 and February 1993, a deputy general manager in Ningbo Qianlong Computer Software Limited\* (寧波乾隆電腦軟件有限公司) between March 1993 and October 1996. Mr. Fan has been a director of Shanghai Qianlong Advanced Technology Company Limited\* (上海乾隆高科技有限公司) and a vice chairman of Shanghai Daduhui Yule Development Limited Company\* (上海大都會育樂發展有限公司) since November 1996. Mr. Fan graduated with a bachelor degree in engineering from Feng Chia University (私立逢甲大學).

Save as disclosed above, Mr. Fan does not hold any other position in the Company or any of its subsidiaries, and did not hold any other directorship or other major appointments in any other listed companies in Hong Kong or overseas in the last three years.

Mr. Fan has entered into a service contract with the Company for a term of two years from 1 April 2010 and upon either party giving to the other at least one month's prior notice in writing. Mr. Fan is entitled to a fixed monthly salary of RMB31,800 plus an annual bonus equivalent to one month's salary which is determined by arm's length negotiation between the Company and Mr. Fan. Mr. Fan's fee is determined by the remuneration committee of the Company.

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 does not have any other relationship with any directors, senior management, management shareholders, substantial shareholders, or controlling shareholders of the Company.

**Mr. Yang Ching Shou (楊慶壽) (“Mr. Yang”)**

Mr. Yang, aged 52, is an executive Director and the general manager of the Group and president of Shanghai Qianlong Advanced Technology Company Limited\* (上海乾隆高科技有限公司). 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, Mr. Yang held senior management positions in various computer software companies in Taiwan. Mr. Yang worked in Ge Lin Electric Company Limited\* (歌林電機股份有限公司) between October 1983 and April 1984 and in TECO Electric and Machinery Co., Ltd (東元電機股份有限公司) between April 1984 and April 1985. He worked as an engineer in Cheng An Computer Company Limited\* (誠安電腦股份有限公司) between May 1985 and April 1986, a manager in Pu Mai Computer Company Limited\* (普邁電腦股份有限公司) between April 1986 and August 1986, a chairman in Guan Li Computer Technology Limited\* (冠立電腦科技有限公司) between August 1986 and January 1996, a general manager in Wei Li Information Company Limited\* (偉利資訊股份有限公司) between August 1988 and August 1999. Mr. Yang graduated with a bachelor degree in management from National Chiao Tung University (國立交通大學).

Save as disclosed above, Mr. Yang does not hold any other position in the Company or any of its subsidiaries, and did not hold any other directorship or other major appointments in any other listed companies in Hong Kong or overseas in the last three years.

Mr. Yang has entered into a service contract with the Company for a term of two years from 1 April 2010 and upon either party giving to the other at least one month's prior notice in writing. Mr. Yang is entitled to a fixed monthly salary of RMB63,600 plus an annual bonus equivalent to one month's salary which is determined by arm's length negotiation between the Company and Mr. Yang. Mr. Yang's fee is determined by the remuneration committee of the Company.

Mr. Yang is the sole shareholder of Legend Isle Technology 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. Yang does not have any other relationship with any directors, senior management, management shareholders, substantial shareholders, or controlling shareholders of the Company.

**Mr. Chen Shen Tien (陳森田)**

Mr. Chen Shen Tien, aged 52, is an executive Director and responsible for the Group's overall strategic planning and the relationship development of potential business opportunities. Mr. Chen Shen Tien has over 14 years of experience in the IT industry. Mr. Chen Shen Tien was an executive director of Taiwan Qingbi Construction Company Limited\* (台灣擎碧建設股份有限公司) between August 1986 and December 1995, a chairman of Dingtaifeng Investment Consulting (Shanghai) Limited\* (鼎泰豐投資諮詢(上海)有限公司) between September 1995 and March 1998, a chairman of Ningbo Qianlong Computer Software Limited\* (寧波乾隆軟件有限公司) between December 1996 and October 1998. Mr. Chen Shen Tien has been a chairman of Shanghai Daduhui Yule Development Limited Company\* (上海大都會育樂發展有限公司) from October 1996 to the present.

Save as disclosed above, Mr. Chen Shen Tien does not hold any other position in the Company or any of its subsidiaries, and did not hold any other directorship or other major appointments in any other listed companies in Hong Kong or overseas in the last three years.

Mr. Chen Shen Tien has entered into a service contract with the Company for a term of two years from 1 April 2010 and upon either party giving to the other at least one month's prior notice in writing. Mr. Chen Shen Tien is entitled to a fixed monthly salary of RMB31,800 plus an annual bonus equivalent to one month's salary which is determined by arm's length negotiation between the Company and Mr. Chen Shen Tien. Mr. Chen Shen Tien's fee is determined by the remuneration committee of the Company.

Mr. Chen Shen Tien is the sole shareholder of Red Coral Financial Limited which holds 35,250,000 shares, representing a 13.955% 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 Shen Tien does not have any other relationship with any directors, senior management, management shareholders, substantial shareholders, or controlling shareholders of the Company.

**Mr. Chen Ming Chuan (陳銘傳) (“Mr. Chen”)**

Mr. Chen, aged 45, is an executive Director of the Group. Mr. Chen has engaged in the IT industry over 26 years with intensive experience in development of securities analysis software. Mr. Chen was a system engineer of Dong Qun Information Company Limited\* (東群資訊股份有限公司) between 1984 and 1987, a manager of the development department of Cheng An Computer Company Limited\* (誠安電腦股份有限公司) between 1987 and 1990, a manager of the development department of Wei Li Information Company Limited (偉利資訊股份有限公司) between 1991 and 1993 and a director and manager of the development department of Ningbo Qianlong Computer Software Limited\* (寧波乾隆電腦軟件有限公司) between 1993 and 1998.

Save as disclosed above, Mr. Chen does not hold any other position in the Company or any of its subsidiaries, and did not hold any other directorship or other major appointments in any other listed companies in Hong Kong or overseas in the last three years.

Mr. Chen has entered into a service contract with the Company for a term of two years from 1 April 2010 and upon either party giving to the other at least one month’s prior notice in writing. Mr. Chen is entitled to a fixed monthly salary of RMB31,800 plus an annual bonus equivalent to one month’s salary which is determined by arm’s length negotiation between the Company and Mr. Chen. Mr. Chen’s fee is determined by the remuneration committee of the Company.

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 does not have any other relationship with any directors, senior management, management shareholders, substantial shareholders, or controlling shareholders of the Company.



**Mr. Yu Shih Pi (余世筆) (“Mr. Yu”)**

Mr. Yu, aged 48, is an executive Director of the Group. Mr. Yu is the general manager of Chien Long Investment Company Limited. Mr. Yu held senior management positions in various computer companies before joining the Group. Mr. Yu was an engineer of the maintenance department of Pu Mai Computer Company Limited\* (普邁電腦股份有限公司) between April 1986 and August 1986, an manager of the maintenance department of Guan Li Computer Technology Limited\* (冠立電腦科技有限公司) between August 1986 and January 1996, a manager of the maintenance department of Wei Li Information Company Limited\* (偉利資訊股份有限公司) between August 1988 and August 1999 and a chairman of Da Li Technology Company Limited\* (大立科技股份有限公司) between March 1998 and May 1999.

Save as disclosed above, Mr. Yu does not hold any other position in the Company or any of its subsidiaries, and did not hold any other directorship or other major appointments in any other listed companies in Hong Kong or overseas in the last three years.

Mr. Yu has entered into a service contract with the Company for a term of two years from 1 April 2010 and upon either party giving to the other at least one month’s prior notice in writing. Mr. Yu is entitled to a fixed monthly salary of RMB31,800 plus an annual bonus equivalent to one month’s salary which is determined by arm’s length negotiation between the Company and Mr. Yu. Mr. Yu’s fee is determined by the remuneration committee of the Company.

Mr. Yu is the sole shareholder of Star Orient Global Limited which holds 14,875,000 shares, representing a 5.889% 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. Yu does not have any other relationship with any directors, senior management, management shareholders, substantial shareholders, or controlling shareholders of the Company.

**Miss Liao Angela Min Yin (廖敏吟) (“Miss Liao”)**

Miss Liao, aged 39, is a certified public accountant licensed in California, U.S.A. She holds a Bachelor degree in Business Administration from the University of Michigan U.S.A. and a Master degree in Business Taxation from the University of Southern California, U.S.A. She is currently a consultant with private firms and was previously a tax manager with PricewaterhouseCoopers LLP in Los Angeles, U.S.A. Miss Liao was appointed as an executive Director of the Company on 18 May 2010.

Save as disclosed above, Miss Liao does not hold any other position in the Company or any of its subsidiaries, and did not hold any other directorship or other major appointments in any other listed companies in Hong Kong or overseas in the last three years.

Miss Liao has entered into a service contract with the Company for a term from 18 May 2011 to 31 March 2012 and upon either party giving to the other at least one month's prior notice in writing. She is entitled to a fixed monthly salary of RMB31,800 plus an annual bonus equivalent to one month's salary which is determined by arm's length negotiation between the Company and Miss Liao. Her fee is determined by the remuneration committee of the Company.

Miss Liao is the daughter of the Company's Chairman, Mr. Liao. Mr. Liao owns 5,000,000 shares representing 1.979% in the shares of the Company as of today.

Save as disclosed above and as at the date hereof, Miss Liao does not have any other relationship with any directors, senior management, management shareholders, substantial shareholders, or controlling shareholders of the Company, nor any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

#### **Independent non-executive Directors**

##### **Miss Chiu Kam Hing Kathy (趙金卿) (“Miss Chiu”)**

Miss Chiu, aged 62, is an independent non-executive Director of the Company. Miss Chiu is an associate and a fellow of the Institute of Canadian Bankers and has almost 30 years of banking experience in both Canada and Asia Pacific region. Miss Chiu was an assistant trust officer trainee of The Hongkong and Shanghai Banking Corporation between August 1976 and June 1977, a deposits officer of The Bank of Nova Scotia, Hong Kong Branch between December 1978 and April 1982 and a vice president of American Express Bank Limited between November 1984 and May 1986. Miss Chiu was a senior vice-president at the Republic National Bank of New York between August 1986 and April 1997 and was responsible for the management and investment of third party clients' funds. Miss Chiu was a director of Gooders International Investment Limited between November 1998 and November 2000. Miss Chiu is the chairman of the Group's audit committee and remuneration committee. Miss Chiu is also an independent non-executive director of Asia Coal Limited which shares are listed in the Main Board of the Stock Exchange.

Save as disclosed above, Miss Chiu does not hold any other position in the Company or any of its subsidiaries, and did not hold any other directorship or other major appointments in any other listed companies in Hong Kong or overseas in the last three years.

Miss Chiu has entered into a service contract with the Company for a term of two years from 1 April 2010 and upon either party giving to the other at least one month's prior notice in writing. She is entitled to a fixed monthly salary of HK\$15,000 plus an annual bonus equivalent to one month's salary which is determined by arm's length negotiation between the Company and Miss Chiu. Her fee is determined by the remuneration committee of the Company.

Miss Chiu has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and she is not a connected person of the Company as defined in the GEM Listing Rules. Miss Chiu does not have any other relationship with any directors, senior management, management shareholders, substantial shareholders, or controlling shareholders of the Company, nor any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

**Mr. Chang Long Teng (張龍騰) (“Mr. Chang”)**

Mr. Chang, aged 50, is an independent non-executive Director of the Company. Mr. Chang has extensive experience in management and administration. Mr. Chang was a chairman of Hui Li Tong Trading Limited\* (惠立通貿易有限公司) between 1987 and 2000. Mr. Chang has been a chairman of Yuan Di Fa Shi Tie Ban Shao Limited\* (園邸法式鐵板燒有限公司) from 2001 to the present.

Save as disclosed above, Mr. Chang does not hold any other position in the Company or any of its subsidiaries, and did not hold any other directorship or other major appointments in any other listed companies in Hong Kong or overseas in the last three years.

Mr. Chang has entered into a service contract with the Company for a term of two years from 1 April 2010 and upon either party giving to the other at least one month's prior notice in writing. He is entitled to a fixed monthly salary of HK\$15,000 plus an annual bonus equivalent to one month's salary which is determined by arm's length negotiation between the Company and Mr. Chang. His fee is determined by the remuneration committee of the Company.

Mr. Chang has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and he is not a connected person of the Company as defined in the GEM Listing Rules. Mr. Chang does not have any other relationship with any directors, senior management, management shareholders, substantial shareholders, or controlling shareholders of the Company, nor any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

**Mr. Hsieh Billy Shao Ven (謝少文) (“Mr. Hsieh”)**

Mr. Hsieh, aged 54, was appointed as an independent non-executive Director of the Company on 30 August 2010. Mr. Hsieh was admitted to the partnership in 1996 and became the first legacy Price Waterhouse tax partner to be based in Shanghai. He has been advising multinational clients about doing business in China for over 15 years. He has extensive experience in mergers and acquisitions, market entry and development, investment structure, financing alternatives, tax & regulatory planning and compliance. Mr. Hsieh specializes in the high-tech industry. Prior to his move to Shanghai, Mr. Hsieh was leading the Chinese tax practice in the Silicon Valley for seven years and advising multinational high-tech companies investing in Asia. He has extensive experience in consulting Pacific Rim clients investing in the United States and designing international tax planning strategies. Mr. Hsieh is a licensed CPA (inactive status) and an attorney (inactive status) in the State of California, U.S.A..

Save as disclosed above, Mr. Hsieh does not hold any other position in the Company or any of its subsidiaries, and did not hold any other directorship or other major appointments in any other listed companies in Hong Kong or overseas in the last three years.

Mr. Hsieh has entered into a service contract with the Company for a term from 31 August 2010 to 31 March 2012 and upon either party giving to the other at least one month’s prior notice in writing. He is entitled to a fixed monthly salary of HK\$15,000 plus an annual bonus equivalent to one month’s salary which is determined by arm’s length negotiation between the Company and Mr. Hsieh. His fee is determined by the remuneration committee of the Company.

Mr. Hsieh has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and he is not a connected person of the Company as defined in the GEM Listing Rules. Mr. Hsieh does not have any other relationship with any directors, senior management, management shareholders, substantial shareholders, or controlling shareholders of the Company, nor any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

Save as disclosed herein, to the best of the knowledge, information and belief of our Directors having made all reasonable enquiries, there was no other matter with respect to our Directors that needs to be brought to the attention of the Shareholders and there was no information relating to our Directors that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Main Board Listing Rules as at the date of this announcement.

## **WAIVER FROM STRICT COMPLIANCE WITH THE MAIN BOARD LISTING RULES**

Rule 8.12 of the Main Board Listing Rules provides that an issuer applying for a primary listing on the Stock Exchange must have a sufficient management presence in Hong Kong, which normally means that at least two of its executive Directors must be ordinary resident in Hong Kong.

Given that the business and operation of the Group are primarily located, managed and conducted in the PRC, the Group does not have any material operation in Hong Kong and that none of the executive Directors are ordinarily resident in Hong Kong, the Company does not and will not, in the foreseeable future, have a management presence in Hong Kong. Accordingly, the Company has applied to the Stock Exchange for a waiver from strict compliance with the requirements under Rule 8.12 of the Main Board Listing Rules. The Stock Exchange has granted the requested waiver to the Company from strict compliance with the requirements under Rule 8.12 of the Main Board Listing Rules on condition that the Company would adopt the following arrangements to maintain regular communication with the Stock Exchange:

- (a) the Company has two authorised representatives pursuant to Rule 3.05 of the Main Board Listing Rules, who will act as the Company's principal channel of communication with the Stock Exchange. The two authorised representatives appointed are Mr. Yang Ching Shou, an executive Director and Mr. Tse Kai Chung, Bobby, the company secretary of the Company. Each of the authorized representatives will be available to meet with the Stock Exchange in Hong Kong upon reasonable short notice and will be readily contactable by telephone, facsimile or email. Each of the two authorised representatives is authorised to communicate on behalf of the Company with the Stock Exchange;
- (b) all the authorised representatives have the means to promptly contact all members of the Board (including the independent non-executive Directors) and of the senior management team at all times as and when the Stock Exchange wishes to contact them or any of them for any matter. To enhance the communication between the Stock Exchange, the authorised representatives and the Directors, the following policies will be implemented by the Company: (i) each Director shall provide his/her mobile phone number, office phone number, fax number and email address to the authorised representatives; (ii) in the event that a Director expects to travel and be out of office, he/she shall provide the phone number of the place of his/her accommodation to the authorised representatives; and (iii) all the Directors and authorised representatives will provide their respective mobile phone number, office phone number, fax number and email address to the Stock Exchange;

- (c) if the circumstances require, meetings of the Board can be convened and held in such manner as permitted under the articles of association of the Company at short notice to discuss and address any issue with which the Stock Exchange is concerned in a timely manner;
- (d) meetings between the Stock Exchange and the Directors can be arranged through the authorized representatives or directly with the Directors within a reasonable time frame. The Company will inform the Stock Exchange promptly of any change in the authorised representatives; and
- (e) all the Directors have confirmed that they possess or can apply for valid travel documents to visit Hong Kong and would be able to come to Hong Kong and meet with the Stock Exchange upon reasonable notice.

#### **DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be made available for viewing on the respective websites of the Company at <http://www.qianlong.com.hk> and of the Stock Exchange at <http://www.hkexnews.hk>:

- (a) the interim results announcement of the Company for the period ended 30 June 2011;
- (b) the published directors' report and annual accounts of the Company for the year ended 31 December 2010;
- (c) the amended and restated memorandum and articles of association of the Company;
- (d) the circular of the Company dated 26 April 2011 in relation to, among other things, the acquisition of properties located at Units 25A-25J on Level 25 and 10 car parking spaces on basement 2 of World Plaza (世界廣場), No. 855 Pudong South Road, Pudong, Shanghai, the PRC;
- (e) the circular of the Company dated 7 April 2011 in relation to, among other things, the proposed general mandates to issue new shares and repurchase shares, proposed re-election of directors;

- (f) the circular of the Company dated 29 March 2010 in relation to, among other things, the proposed general mandates to issue new shares and repurchase shares, proposed re-election of directors; and
- (g) a copy of each of the announcements and other corporate communications made by the Company before the date of this announcement as required under the GEM Listing Rules and the Main Board Listing Rules.

## DEFINITIONS

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

“associate(s)”	has the meaning ascribed to it under the Main Board Listing Rules
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Qianlong Technology International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“controlling shareholder(s)”	has the meaning ascribed to it under the Main Board Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“GEM Share Option Scheme”	the share option scheme adopted pursuant to the ordinary resolution passed by a written resolution of all the Shareholders on 2 December 1999
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited

“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Main Board”	the stock market operated by the Stock Exchange prior to the establishment of GEM (excluding the options market) which stock market continues to be operated by the Stock Exchange in parallel with GEM. For the avoidance of doubt, the Main Board excludes GEM
“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, and for the purpose of this announcement only, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transfer of Listing”	the transfer of listing of the Shares from GEM to the Main Board
“%”	per cent.

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

Hong Kong, 19 August 2011



*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Main Board Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*As at the date of this announcement, the Board comprises seven executive Directors, being Mr. Liao Chao Ping, Mr. Fan Ping Yi, Mr. Yang Ching Shou, Mr. Chen Shen Tien, Mr. Chen Ming Chuan, Mr. Yu Shih Pi and Miss. Liao Angela Min Yin, and three independent non-executive Directors, being Ms. Chiu Kam Hing Kathy, Mr. Chang Long Teng and Mr. Hsieh Billy Shao Ven.*

*This announcement will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for at least 7 days from the date of posting, on the “Listed Company Information” page of the Stock Exchange website at <http://www.hkexnews.hk> and on the website of the Company at <http://www.qianlong.com.hk>.*

*\* For identification purpose only*