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GWT

長城科技股份有限公司

Great Wall Technology Company Limited

(A joint stock limited company incorporated in The People's Republic of China with limited liability)

(Stock Code: 0074)

**CLARIFICATION ANNOUNCEMENT
ANNOUNCEMENT PURSUANT TO RULE 3.7 OF
THE TAKEOVERS CODE**

Reference is made to (i) the announcement of Great Wall Technology Company Limited (the “**Company**”) dated 25 September 2013 in respect of the suspension of trading in the shares of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) with effect from 9:00 a.m. on 25 September 2013 pending the release of an announcement in relation to a possible proposal for privatization (“**Possible Offer**”) of the Company; and (ii) the announcement of the Company dated 20 November 2013 informing the public the status of the Possible Offer.

The board of directors of the Company wishes to clarify that the announcement of the Company dated 20 November 2013 should have been an announcement pursuant to Rule 3.7 of The Codes on Takeovers and Mergers (the “**Takeovers Code**”) and the “offer period” (as defined under the Takeovers Code) commenced on 20 November 2013 accordingly.

The offerors of the Possible Offer are China Electronics Corporation (“**CEC**”) and China Great Wall Computer Group Company (“**CGW**”). CGW is the controlling shareholder of the Company holding approximately 62.11% of the issued share capital of the Company and it is in turn wholly-owned by CEC. The Possible Offer is likely to be solely in cash.

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the discussions regarding the Possible Offer will be made until announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Rules Governing the Listing of Securities on the Stock Exchange and the Takeovers Code (as the case may be).

In compliance with Rule 3.8 of the Takeovers Code, the relevant securities of the Company comprising 1,197,742,000 ordinary shares of RMB1.00 each are in issue as at the date of this announcement, of which 743,870,000 are unlisted domestic shares and 453,872,000 are H shares listed on the Stock Exchange. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date hereof.

The respective associates (including persons holding 5% or more of a class of relevant securities of the Company) of the Company and CEC and CGW are hereby reminded to disclose their dealings in any securities of the Company under Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

There is no assurance that any transaction mentioned in this announcement will materialise. Shareholders of the Company and potential investors should therefore exercise caution when dealing in the shares of the Company.

By Order of the Board
Liu Liehong
Chairman

Shenzhen, PRC, 29 November 2013

As at the date of this announcement, the Board comprises six executive directors, namely Liu Liehong, Tam Man Chi, Yang Jun, Du Heping, Fu Qiang and Xu Haihe; and three independent non-executive directors, namely Yao Xiaocong, James Kong Tin Wong and Zeng Zhijie.

All the directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.