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Unless the context otherwise requires, terms used in this form shall bear the same meanings as those defined in the accompanying composite offer and response document dated 11 April 2014 (the "Composite Document") issued jointly by China Electronics Corporation, China Great Wall Computer Group Company and Great Wall Technology Company Limited.

除文義另有所指外，本表格所用詞語之定義與隨附之中國電子信息產業集團有限公司、中電長城計算機集團公司及長城科技股份有限公司於二零一四年四月十一日聯合刊發之綜合收購建議及回應文件（「綜合文件」）所界定者具有相同涵義。

FORM OF ACCEPTANCE AND TRANSFER – FOR USE IF YOU WANT TO ACCEPT THE H SHARE OFFER.  
本接納及過戶表格在閣下欲接納H股收購建議時適用。

# 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)  
(於中華人民共和國註冊成立之股份有限公司)  
(Stock Code: 0074)  
(股份代號: 0074)

### FORM OF ACCEPTANCE AND TRANSFER OF H SHARES OF RMB1.00 EACH IN THE ISSUED SHARE CAPITAL OF GREAT WALL TECHNOLOGY COMPANY LIMITED

長城科技股份有限公司已發行股本中  
每股面值人民幣1.00元之H股之接納及過戶表格

All parts should be completed 每項均須填妥

Registrar  
股份過戶登記處  
Computershare  
Hong Kong Investor  
Services Limited,  
Shops 1712-1716,  
17th Floor,  
Hopewell Centre,  
183 Queen's Road East,  
Wanchai, Hong Kong  
香港中央證券登記有限  
公司，地址為香港灣仔  
皇后大道東183號  
合和中心17樓  
1712-1716舖

FOR THE CONSIDERATION stated below the "Transferor(s)" named below hereby transfer(s) to the "Transferee" named below the H Share(s) held by the Transferor(s) specified below subject to the terms and conditions contained herein and in the accompanying Composite Document. 根據本表格及附奉的綜合文件所載條款及條件，下列「轉讓人」現按下列代價，將以下註明轉讓人持有之H股轉讓予下列「承讓人」。

Number of H Share(s) (Note) H股數目(附註)	FIGURES 數字	WORDS 大寫
Share certificate number(s) 股票號碼		
TRANSFEROR(S) name(s) and address(es) in full 轉讓人 全名及地址 (EITHER TYPEWRITTEN OR WRITTEN IN BLOCK CAPITALS) (請用打字機或用正楷填寫)	Family name(s) or company name(s): 姓氏或公司名稱:  Address: 地址:	First name(s): 名字:  Telephone number: 電話號碼:
CONSIDERATION 代價	HK\$3.20 in cash for each H Share 每股H股現金3.20港元	
TRANSFEEE 承讓人	Name 名稱:  Registered Office 註冊辦事處:  Occupation 職業:	(i) China Electronics Corporation and/or (ii) China Great Wall Computer Group Company* (i) 中國電子信息產業集團有限公司; 及/或 (ii) 中電長城計算機集團公司 (i) No.27 Wanshou Road, Haidian District, Beijing, PRC (ii) No.38 Xueyuan Road, Haidian District, Beijing, PRC (i) 中國北京海澱區萬壽路27號 (ii) 中國北京海澱區學院路甲38號 Corporation 法人團體

Signed by the Transferor(s) in the presence of:  
轉讓人在下列見證人見證下簽署:

SIGNATURE OF WITNESS 見證人簽署 \_\_\_\_\_

NAME OF WITNESS 見證人姓名 \_\_\_\_\_

Address of Witness 見證人地址 \_\_\_\_\_

Occupation of Witness 見證人職業 \_\_\_\_\_

Signature(s) of Transferor(s)/  
Company chop (if applicable)  
轉讓人簽署/公司印鑑(如適用)

Date of Submission of this Form of Acceptance and Transfer  
提交本接納及過戶表格之日期

ALL JOINT  
REGISTERED  
HOLDERS MUST  
SIGN HERE  
所有聯名  
登記持有人均須  
於本欄個別簽署

#### Do not complete 請勿填寫本欄

Signed by or on behalf of the Transferee in the presence of:  
承讓人在下列見證人見證下簽署:

SIGNATURE OF WITNESS 見證人簽署 \_\_\_\_\_

NAME OF WITNESS 見證人姓名 \_\_\_\_\_

Address of Witness 見證人地址 \_\_\_\_\_

Occupation of Witness 見證人職業 \_\_\_\_\_

Date of Transfer 過戶日期 \_\_\_\_\_

For and on behalf of 代表  
China Electronics Corporation and/or China Great Wall Computer Group Company  
中國電子信息產業集團有限公司及/或中電長城計算機集團公司

Authorised Signatory(ies)  
授權簽署

Signature(s) of Transferee or its duly authorised agent(s)  
承讓人或其正式授權代理人簽署

\* For identification purpose only  
\* 僅供識別

Note: Insert the total number of H Shares for which the H Share Offer is accepted.  
附註: 請填上接納H股收購建議之H股股份總數。

**THIS FORM OF ACCEPTANCE AND TRANSFER IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to any aspect of this form of acceptance and transfer or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your H Shares in Great Wall Technology Company Limited, you should at once hand this form of acceptance and transfer and the accompanying Composite Document to the purchaser(s) or the transferee(s) or to the bank or the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

The making of the H Share Offer to persons with a registered address in jurisdictions outside Hong Kong may be prohibited or affected by the laws of the relevant jurisdictions. If you are a citizen or resident or national of a jurisdiction outside Hong Kong you should inform yourself about or obtain appropriate legal advice regarding the implications of the H Share Offer in the relevant jurisdictions and observe any applicable regulatory or legal requirements. It is your responsibility if you wish to accept the H Share Offer to satisfy yourself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required or the compliance with other necessary formalities or regulatory or legal requirements and the payment of any transfer or cancellation or other taxes due in respect of such jurisdiction.

### HOW TO COMPLETE THIS FORM

This form of acceptance and transfer should be read in conjunction with the Composite Document. The defined terms under the section "Definitions" in and the provisions of Appendix I to the Composite Document are incorporated into and form part of this form of acceptance and transfer.

To accept the H Share Offer made by ABCI on behalf of CEC and CGW, you should complete and sign this form of acceptance and transfer and forward this form, together with the relevant H Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) in respect of the H Shares which is/are in your name which you intend to accept the H Share Offer, by post or by hand, marked "H Share Offer" on the envelope, to the Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable, but in any event so as to reach the Registrar no later than 4:00 p.m. on Friday, 6 June 2014 (or such later time and/or date as CEC and CGW may determine and announce with the consent of the Executive).

### FORM OF ACCEPTANCE AND TRANSFER IN RESPECT OF THE H SHARE OFFER

To: CEC, CGW and ABCI

- My/Our execution of this form of acceptance and transfer (whether or not such form is dated), which shall be binding on my/our successors and assignees, shall constitute:
  - my/our irrevocable acceptance of the H Share Offer made by ABCI on behalf of CEC and CGW, as contained in the Composite Document, for the consideration and subject to the terms and conditions therein and herein mentioned, in respect of the number of H Shares specified in this form of acceptance and transfer;
  - my/our irrevocable instruction and authority to CEC, CGW, ABCI, the Registrar and/or their respective agent(s) to send a cheque crossed "Not negotiable – account payee only" drawn in my/our favour for the consideration to which I/we shall have become entitled under the terms of the H Share Offer after deducting all sellers' ad valorem stamp duty payable by me/us in connection with my/our acceptance of the H Share Offer, by ordinary post at my/our risk to the person and the address stated below or, if no name and address is stated below, to me or the first-named of us (in the case of joint registered GWT H Shareholders) at the registered address shown in the register of GWT H Shareholders as soon as possible but in any event within 7 Business Days of the later of the date on which the H Share Offer becomes or is declared unconditional in all respects and the date of receipt of this completed form and all the relevant documents by the Registrar from me accepting the H Share Offer;  
(Insert name and address of the person to whom the cheque is to be sent if different from the registered GWT H Shareholder or the first-named of joint registered GWT H Shareholders.)

Name: (in block capitals) .....

Address: (in block capitals) .....

- my/our irrevocable instruction and authority to CEC, CGW, ABCI and/or the Registrar or such person or persons as they may direct for the purpose, on my/our behalf, to make and execute the contract note as required by Section 19(1) of the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong) to be made and executed by me/us as the seller(s) of the H Share(s) to be sold by me/us under the H Share Offer and to cause the same to be stamped and to cause an endorsement to be made on this form of acceptance and transfer in accordance with the provisions of that Ordinance;
  - my/our irrevocable instruction and authority to CEC, CGW, ABCI and/or the Registrar or such person or persons as they may direct to complete, amend and execute any document on my/our behalf including without limitation to insert a date in this form of acceptance and transfer or, if I/we or any other person shall have inserted a date, to delete such date and insert another date and to insert, delete, amend or substitute the transferee in this form of acceptance and transfer and to do any other act that may be necessary or expedient for the purpose of vesting in CEC, CGW or such person or persons as it may direct my/our H Share(s) of title tendered for acceptance of the H Share Offer;
  - my/our undertaking to execute such further documents and to do such acts and things by way of further assurance as may be necessary or desirable to transfer my/our H Share(s) tendered for acceptance under the H Share Offer to CEC, CGW or such person or persons as it may direct free from all liens, charges, equities, adverse interests, options, claims, and encumbrances, rights of pre-emption and any other third party rights of any nature and together with all rights attaching to them as at the date of the Joint Announcement or subsequently becoming attached to them, including without limitation the right to receive in full all dividends (whether final or interim) and other distributions, if any, declared, made or paid on or after the date of the Joint Announcement;
  - my/our agreement to ratify each and every act or thing which may be done or effected by CEC, CGW, ABCI and/or the Registrar or their respective agents or such person or persons as it/they may direct on the exercise of any of the authorities contained herein;
  - my/our irrevocable instruction and authority to CEC, CGW, ABCI or their respective agent(s) to collect from GWT or the Registrar on my/our behalf the H Share certificate(s) due to be issued to me/us in accordance with, and against surrender of, the enclosed transfer receipt(s) and/or other document(s) of title (if any) (and/or any satisfactory indemnity or indemnities required in respect thereof), which has/have been duly signed by me/us, and to deliver the same to the Registrar and to authorise and instruct the Registrar to hold such H Share certificate(s) subject to the terms and conditions of the H Share Offer as if it/they were H Share certificate(s) delivered to the Registrar together with this form of acceptance and transfer; and
  - my/our appointment of CEC, CGW and/or ABCI as my/our attorney in respect of all the H Share(s) to which this form of acceptance and transfer relates, such power of attorney to take effect from the date and time on which the H Share Offer becomes unconditional in all respects and thereafter be irrevocable.
- I/We understand that acceptance of the H Share Offer by me/us will constitute a warranty by me/us to CEC, CGW and ABCI that (i) the number of H Share(s) specified in this form of acceptance and transfer will be free from all liens, charges, equities, adverse interests, options, claims, and encumbrances, rights of pre-emption and any other third party rights of any nature and together with all rights attaching to them as at the date of the Joint Announcement or subsequently becoming attached to them, including without limitation the right to receive in full all dividends (whether final or interim) and other distributions, if any, declared, made or paid on or after the date of the Joint Announcement; and (ii) if my/our registered address is located in a jurisdiction outside Hong Kong, I/we have fully observed the laws of all relevant jurisdictions, in connection therewith, including the obtaining of any governmental, exchange control, regulation or other consents which may be required or the compliance with other necessary formalities or legal requirements and the payment of any transfer or other taxes due in respect of such jurisdiction. I/We shall be fully responsible for payment of any transfer or other taxes and duties imposed by whomsoever payable in respect of that jurisdiction. I/We have not taken or omitted to take any action which will or may result in GWT, CEC, CGW or ABCI or any other person acting in breach of the legal or regulatory requirements of any jurisdiction in connection with the H Share Offer or my/our acceptance thereof, and am/are permitted under all applicable laws to receive and accept the H Share Offer, and any revision thereof, and that such acceptance is valid and binding in accordance with all applicable laws.
  - In the event that my/our acceptance is not valid, or is treated as invalid, in accordance with the terms of the H Share Offer, all instructions, authorisations and undertakings contained in paragraph 1 above shall cease and in which event, I/we authorise and request you to return to me/us my/our H Share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or satisfactory indemnity or indemnities required in respect thereof), together with this form of acceptance and transfer duly cancelled, by ordinary post at my/our risk to the person and address stated in paragraph 1(b) above or, if no name and address is stated, to me or the first-named of us (in the case of joint registered GWT H Shareholders) at the registered address shown in the register of GWT H Shareholders.  
*Note: Where you have sent one or more transfer receipt(s) and in the meantime the relevant H Share certificate(s) has/have been collected by CEC, CGW, ABCI or their respective agent(s) from the Registrar on your behalf, you will be sent such H Share certificate(s) in lieu of the transfer receipt(s).*
  - I/We enclose the relevant H Share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) for the whole or part of my/our holding of H Share(s) which are to be held by you on the terms and conditions of the H Share Offer. I/We understand that no acknowledgement of receipt of any form(s) of acceptance and transfer, H Share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or satisfactory indemnity or indemnities required in respect thereof) will be given. I/We further understand that all documents will be sent at my/our own risk.
  - I/We warrant that I/we are the registered holder(s) of the number of H Shares specified in this form of acceptance and transfer and I/we have the full right, power and authority to sell and pass the title and ownership of the H Shares I/we hold, to CEC and/or CGW by way of acceptance of the H Share Offer.
  - I/We warrant to CEC, CGW and ABCI that I/we have satisfied full observance of the laws of the jurisdiction where my/our address is stated in the register of GWT H Shareholders in connection with my/our acceptance of the H Share Offer, including the obtaining of any governmental, exchange control or other consents which may be required and the compliance with necessary formalities, regulatory or legal requirements.
  - I/We warrant to CEC, CGW and ABCI that I/we shall be fully responsible for payment of any transfer or other taxes or duties payable in respect of the relevant jurisdiction where my/our address is stated in the register of GWT H Shareholders in connection with my/our acceptance of the H Share Offer.
  - I/We acknowledge that, save as expressly provided in the Composite Document and this form of acceptance and transfer, all acceptances, instructions, authorities and undertakings hereby given shall be irrevocable and unconditional.
  - I/We acknowledge that my/our H Shares sold to CEC and/or CGW by way of the H Share Offer will be registered under the name of CEC and/or CGW or their respective nominee(s).
  - I/We irrevocably undertake, represent, warrant and agree to and with CEC, CGW and ABCI (so as to bind my/our successors and assigns) that in respect of the H Shares which are accepted under the H Share Offer, which acceptance has not been validly withdrawn, and which have not been registered in the name of CEC or CGW or as it may direct, to give:
    - an authority to GWT and/or its agents from me/us to send any notice, circular, warrant or other document or communication which may be required to be sent to me/us as a GWT H Shareholder (including any relevant H Share certificate(s) and/or any other document(s) of title issued as a result of conversion of such H Shares into certificated form) to CEC at No.27 Wanshou Road, Haidian District, Beijing, PRC, and/or CGW at No.38 Xueyuan Road, Haidian District, Beijing, PRC;
    - an irrevocable authority to CEC and/or CGW and/or their respective agents from me/us to sign any consent to short notice of any general meeting of GWT (excluding the H Share Class Meeting) on my/our behalf and/or to attend and/or to execute a form of proxy in respect of such H Shares appointing any person nominated by CEC and/or CGW to attend such general meeting (or any adjournment thereof) (excluding the H Share Class Meeting) and to exercise the votes attaching to such H Shares on my/our behalf, such votes to be cast in a manner to be determined at the sole discretion of CEC and/or CGW; and
    - my/our agreement not to exercise any of such rights without the consent of CEC and/or CGW and my/our irrevocable undertaking not to appoint a proxy for, or to attend any, such general meeting and subject as aforesaid, to the extent I/we have previously appointed a proxy, other than CEC and/or CGW or their respective nominee(s) or appointee(s), for or to attend or to vote at the general meeting of GWT, I/we hereby expressly revoke such appointment.
  - CEC and CGW reserve the right to treat as valid any acceptance of the H Share Offer which is not entirely in order or which is not accompanied by the relevant H Share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities in respect thereof), but, in such cases, the cheque(s) for the consideration due will not be despatched or (as the case may be) made available for collection until the relevant H Share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities in respect thereof) has/have been received by the Registrar. However, such acceptances will not be counted towards fulfilling the acceptance condition unless Rule 30.2 of the Takeovers Code has been fully complied with.

## PERSONAL DATA

### Personal Information Collection Statements

The main provisions of the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the "Privacy Ordinance") came into effect in Hong Kong on 20 December 1996.

This personal information collection statement informs you of the policies and practices of CEC, CGW and the Registrar in relation to personal data and the Privacy Ordinance.

#### 1. Reasons for the collection of your personal data

To accept the H Share Offer in respect of your H Shares, you must provide the personal data requested in this form. Failure to supply the requested data may result in the processing of your acceptance being rejected or delayed. It is important that you inform CEC, CGW, ABCI and/or the Registrar immediately of any inaccuracies in the data supplied.

#### 2. Purposes

The personal data which you provide in this form may be used, held and/or stored (by whatever means) for the following purposes:

- processing your acceptance and verification or compliance with the terms and application procedures set out in this form and the Composite Document;
- registering transfers of the H Share(s) out of your name;
- maintaining or updating the relevant register of holders of the H Share(s);
- conducting or assisting to conduct signature verifications, and any other verification or exchange of information;
- establishing your entitlements under the H Share Offer;
- distributing communications from CEC, CGW, ABCI and/or their respective agents such as their advisers and the Registrar;
- compiling statistical information and shareholder profiles;
- making disclosures as required by laws, rules or regulations (whether statutory or otherwise);
- disclosing relevant information to facilitate claims or entitlements;
- any other purpose in connection with the business of CEC, CGW and/or the Registrar; and
- any other incidental or associated purposes relating to the above and/or to enable CEC, CGW, ABCI and/or the Registrar to discharge their obligations to the GWT H Shareholders and/or regulators and any other purpose to which the GWT H Shareholders may from time to time agree to or be informed of.

#### 3. Transfer of personal data

The personal data provided in this form will be kept confidential but CEC, CGW, ABCI and the Registrar may, to the extent necessary for achieving the purposes above or any of them, make such enquiries as they consider necessary to confirm the accuracy of the personal data and, in particular, they may disclose, obtain, transfer (whether within or outside Hong Kong) such personal data to, from or with any and all of the following persons and entities:

- any advisers and/or agent(s) of CEC and/or CGW, such as the financial advisers and the Registrar;
- any agents, contractors or third party service providers who offer administrative, telecommunications, computer, payment or other services to CEC, CGW, ABCI and/or the Registrar, in connection with the operation of its business;
- the Stock Exchange, the SFC and any regulatory or governmental bodies;
- any other persons or institutions with which you have or propose to have dealings, such as your bankers, solicitors, accountants, licensed securities dealers or registered institution in securities; and
- any other persons or institutions whom CEC, CGW, ABCI and/or the Registrar consider(s) to be necessary or desirable in the circumstances.

#### 4. Access to and correction of personal data

The Privacy Ordinance provides you with rights to ascertain whether CEC, CGW, ABCI or the Registrar holds your personal data, to obtain a copy of that data, and to correct any data that is incorrect.

In accordance with the Privacy Ordinance, CEC, CGW, ABCI and the Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to CEC, CGW, ABCI and/or the Registrar (as the case may be).

### BY SIGNING THIS FORM OF ACCEPTANCE AND TRANSFER YOU AGREE TO ALL OF THE ABOVE

## 個人資料

### 收集個人資料聲明

香港法例第486章《個人資料(私隱)條例》(《私隱條例》)之主要條文於一九九六年十二月二十日在香港生效。

本收集個人資料聲明旨在知會閣下有關中國電子、長城集團及股份過戶登記處關於個人資料及《私隱條例》之政策及慣例。

#### 1. 收集閣下個人資料之理由

如欲就閣下之H股接納H股收購建議，閣下必須提供本表格所需之個人資料。倘閣下未能提供所需資料，則可能導致閣下之接納申請被拒或受到延誤。如所提供資料有任何不準確之處，請務必即時知會中國電子、長城集團、農銀國際及/或股份過戶登記處。

#### 2. 用途

閣下於本表格提供之個人資料可能會用作、持有及/或保存(以任何方式)作下列用途：

- 處理閣下之接納申請及核實或遵循本表格及綜合文件載列之條款及申請程序；
- 登記以閣下名義轉讓之H股；
- 保存或更新H股持有人名冊；
- 核實或協助核實簽名，以及進行任何其他資料核實或交換；
- 確定閣下根據H股收購建議有權享有之權利；
- 自中國電子、長城集團、農銀國際及/或彼等各自之代理人(如彼等之顧問及股份過戶登記處)發佈通訊；
- 編製統計資料及股東資料；
- 按法例、規則或規定(無論法定或其他規定)作出披露；
- 披露有關資料以便申索或享有權益；
- 有關中國電子、長城集團及/或股份過戶登記處業務之任何其他用途；及
- 有關上文所述及/或確保中國電子、長城集團、農銀國際及/或股份過戶登記處能履行彼等對長城科技H股股東及/或監管機構之責任之任何其他附帶或關連用途及長城科技H股股東可能不時同意或知悉之任何其他用途。

#### 3. 轉交個人資料

本表格提供之個人資料將作為機密資料妥當保存，惟中國電子、長城集團、農銀國際及股份過戶登記處為達致上述或有關任何上述之用途，可能作出彼等認為必需之查詢，以確認個人資料之準確性，尤其可能向或自下列任何及所有個人及實體披露、獲取或轉交(無論在香港以內或以外地區)該等個人資料：

- 中國電子及/或長城集團的顧問及/或代理，如財務顧問及股份過戶登記處；
- 向中國電子、長城集團、農銀國際及/或股份過戶登記處提供業務經營方面之行政、電訊、電腦、付款或其他服務之任何代理、承包商或第三方服務供應商；
- 聯交所、證監會及任何監管或政府機構；
- 與閣下進行交易或建議進行交易之任何其他人士或機構，如閣下之銀行、律師、會計師、持牌證券交易商或註冊證券機構；及
- 中國電子、長城集團、農銀國際及/或股份過戶登記處認為必需或適當情況下之任何其他人士或機構。

#### 4. 獲取及更正個人資料

根據《私隱條例》，閣下有權確認中國電子、長城集團、農銀國際及股份過戶登記處是否持有閣下之個人資料，並獲取該資料副本，以及更正任何錯誤資料。

根據《私隱條例》，中國電子、長城集團、農銀國際及股份過戶登記處有權就獲取任何資料之請求收取合理之手續費。獲取或更正資料或獲取有關政策及慣例及所持資料類型之資料之所有請求，須提交予中國電子、長城集團、農銀國際及/或股份過戶登記處(視情況而定)。

閣下一經簽署本接納及過戶表格即表示同意上述所有條款