

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the shareholders (the “**Extraordinary General Meeting**”) of Great Wall Technology Company Limited (the “**Company**”) will be held at 4:00 p.m. on Friday, 30 May 2014 at Pheasant & Jasmine Room, Mandarin Oriental, 5 Connaught Road Central, Central, Hong Kong to consider and, if appropriate, pass the following resolutions by not less than two-thirds of the shareholders of the Company.

Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the composite offer and response document of the Company dated 11 April 2014.

SPECIAL RESOLUTION

“THAT:

Subject to the passing of this same resolution by the independent holders of H shares of the Company in a separate H Share Class Meeting of the Company, as approved by at least 75% of the votes attaching to the H shares of the Company held by the independent shareholders of the Company that are cast by poll either in person or by proxy at the meeting and with the number of votes cast by poll against the resolution by the independent shareholders of the Company being not more than 10% of all the H shares held by the independent shareholders of the Company:

- (a) the merger agreement entered into between CEC, CGW and the Company dated 16 December 2013 (and supplemented by a supplemental agreement dated 8 April 2014) (“**Merger Agreement**”), the execution of the Merger Agreement by or for and on behalf of the Company, and the GWT Merger and the other transactions conducted or to be conducted as contemplated thereunder be and are hereby approved, ratified and confirmed; and

- (b) any director of the Company be and is hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the GWT Merger and all other transactions contemplated under the Merger Agreement.”

On behalf of the board of
Great Wall Technology Company Limited
Liu Liehong
Chairman

Shenzhen, the PRC, 11 April 2014

Notes:

1. The register of members of the Company will be closed from Wednesday, 30 April 2014 to Wednesday, 18 June 2014, both days inclusive, during which period no transfer of shares will be effected. In order to qualify to attend and vote at the Extraordinary General Meeting, holders of H shares shall lodge all share transfers accompanied by the relevant share certificates with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 4:30 p.m. on Tuesday, 29 April 2014.
2. Holders of H shares and domestic shares whose names appear on the register of members of the Company at the close of business on Tuesday, 29 April 2014 are entitled to attend and vote at the Extraordinary General Meeting and may appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or other authority, must be deposited to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong (for holders of H shares) or the legal address of the Company (for holders of domestic shares) not less than 24 hours before the time appointed for holding the Extraordinary General Meeting or any adjournment thereof.
4. Shareholders who intend to attend the Extraordinary General Meeting should complete and return the reply slip by hand, by post or by facsimile to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong on or before Saturday, 10 May 2014.
5. Voting at the Extraordinary General Meeting will be conducted by way of poll.

6. The legal address and head office of the Company is as follows:

No. 2 Keyuan Road,
Technology and Industry Park,
Nanshan District,
Shenzhen, 518057
PRC
Tel: 86 755 2672 8686
Fax: 86 755 2663 3904

7. The Extraordinary General Meeting is expected to take half a day. Shareholders or their proxies attending the Extraordinary General Meeting shall be responsible for their own travel and accommodation expenses. Shareholders or their proxies shall produce their identification documents for verification when attending the Extraordinary General Meeting.
8. As at the date of this notice, the board of directors of the Company comprises:

Executive Directors:

Mr. Liu Liehong (*Chairman*)
Mr. Tam Man Chi
Mr. Yang Jun
Mr. Du Heping
Mr. Fu Qiang
Mr. Xu Haihe

Independent Non-executive Directors:

Mr. Yao Xiaocong
Mr. James Kong Tin Wong
Mr. Zeng Zhijie