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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)

NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES

NOTICE IS HEREBY GIVEN that a class meeting of holders of H shares (the “**H Share Class Meeting**”) of Great Wall Technology Company Limited (the “**Company**”) will be held at 3:00 p.m. on Friday, 30 May 2014 at Pheasant & Jasmine Room, Mandarin Oriental, 5 Connaught Road Central, Central, Hong Kong to consider and, if thought fit, to pass the following resolutions by at least 75% of the votes attaching to the H shares of the Company and held by the independent shareholders of the Company that are cast by poll either in person or by proxy at the H Share Class Meeting, and with the number of votes cast by poll against the resolutions at the H Share Class Meeting amounting to not more than 10% of all the H shares of the Company held by the independent 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 RESOLUTIONS

1. “**THAT:**

- (a) the voluntary withdrawal of the listing of the H Shares from the Stock Exchange be and is hereby approved; 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 voluntary withdrawal.

2. **THAT** subject to the passing of resolution (1) above and subject to the passing of this same resolution by the shareholders of the Company in a separate extraordinary general meeting of the shareholders of the Company by not less than two-thirds of the 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 H Share Class 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 whose names appear on the register of members of H shares of the Company at the close of business on Tuesday, 29 April 2014 are entitled to attend and vote at the H Share Class 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 not less than 24 hours before the time appointed for holding the H Share Class Meeting or any adjournment thereof.

4. Shareholders who intend to attend the H Share Class 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 H Share Class 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 H Share Class Meeting is expected to take half a day. Shareholders or their proxies attending the H Share Class 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 H Share Class 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