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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)

## **INSIDE INFORMATION**

This announcement is made by Great Wall Technology Company Limited (the “**Company**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

Reference is made to the announcement jointly issued by China Electronics Corporation (“**CEC**”), China Great Wall Computer Group Company (“**CGW**”) and the Company on 16 December 2013 and the composite offer and response document jointly issued by CEC, CGW and the Company on 11 April 2014 (“**Composite Document**”), in relation to, amongst other things, (1) the voluntary conditional offer by ABCI Capital Limited on behalf of CEC and CGW for all the issued H shares in the Company (other than those already held by CEC and CGW and parties acting in concert with any of them); (2) the proposed privatisation and voluntary withdrawal of listing of the H shares of the Company; and (3) the proposed merger by absorption of CGW and the Company by CEC. Capitalised terms used in this announcement shall have the same meanings as those defined in the Composite Document, unless the context herein otherwise requires.

Reference is also made to the announcement published by the Company on 14 April 2014 in respect of the unaudited preliminary results of each of China Great Wall Computer (Shenzhen) Co., Ltd. 中國長城計算機深圳股份有限公司 (“**CGC**”) and Shenzhen Kaifa Technology Co., Ltd. 深圳長城開發科技股份有限公司 (“**Great Wall Kaifa**”), subsidiaries of the Company whose A shares are listed on the Shenzhen Stock Exchange, for the three months ended 31 March 2014 (the “**Reporting Period**”), in which it was disclosed that (i) it is expected that the net loss attributable to the shareholders of CGC for the Reporting Period to be around RMB60 million to RMB100 million as compared with a net profit attributable to the shareholders of RMB3.95 million for the corresponding period last year. The basic loss per share of CGC for the

Reporting Period is expected to be around RMB0.0453 to RMB0.0756 as compared with an earnings per share of RMB0.003 for the corresponding period last year (the “**CGC Preliminary Results**”); and (ii) it is expected that the net loss attributable to the shareholders of Great Wall Kaifa for the Reporting Period to be around RMB110 million to RMB120 million as compared with a net profit attributable to the shareholders of RMB32.53 million for the corresponding period last year. The basic loss per share of Great Wall Kaifa for the Reporting Period is expected to be around RMB0.0748 to RMB0.0816 as compared with an earnings per share of RMB0.0247 for the corresponding period last year (the “**Great Wall Kaifa Preliminary Results**”).

Reference is also made to the profit warning announcement published by TPV Technology Limited (“**TPV**”, and together with its subsidiaries, referred to as the “**TPV Group**”), a subsidiary of the Company whose shares are primarily listed on the main board of The Stock Exchange of Hong Kong Limited and secondarily listed on the Singapore Exchange Limited, on 15 April 2014 in which it was disclosed that based on the preliminary assessment of available information, the TPV Group is expected to record a loss attributable to owners of TPV in the range of USD40 million to USD60 million (preliminary figures) for the Reporting Period compared to a loss of US\$4.8 million for the corresponding period in 2013 (the “**TPV Preliminary Results**”, together with CGC Preliminary Results and Great Wall Kaifa Preliminary Results referred to as the “**Relevant Information**”).

**The Relevant Information has not been reviewed by the Company’s auditors or audited by certified public accountants.**

**The Relevant Information constitutes a profit forecast under Rule 10 of the Takeovers Code. As such, the Company is required to comply with the requirements under Rule 10 of the Takeovers Code with respect to the Relevant Information which has to be reported on by the Company’s auditor/accountants and financial adviser. Taking into account (i) the practical difficulties in terms of the additional time required for the preparation of the reports by the Company’s auditor/accountants and financial advisers; and (ii) the requirements of timely disclosures of the inside information under Rule 13.09 of the Listing Rules and Part XIVA of the SFO, the Relevant Information has not been reported on as required under Rule 10 of the Takeovers Code. The Company will arrange for the forecasts to be reported on in accordance with Rule 10 of the Takeovers Code as soon as reasonably practicable and the relevant reports will be contained in the next document to be sent to the shareholders of the Company pursuant to Rule 10 of the Takeovers Code.**

**Shareholders and potential investors of the Company should note that the Relevant Information has not yet been reported on in accordance with the Takeovers Code. Shareholders and potential investors of the Company should therefore exercise caution in placing reliance on the Relevant Information in assessing the merits and demerits of the H Share Offer or the transactions contemplated under the Merger Agreement. Shareholders and potential investors of the Company should exercise caution when dealing in the shares of the Company.**

By order of the Board  
**Liu Liehong**  
Chairman

Shenzhen, PRC, 16 April 2014

*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 Xiacong, James Kong Tin Wong and Zeng Zhijie.*

*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.*