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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 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an annual general meeting (“AGM”) of Great Wall Technology Company Limited (the “Company”) will be held at 16th Floor, Great Wall Technology Building, No. 2 Keyuan Road, Technology and Industry Park, Nanshan District, Shenzhen, PRC on 18 June 2014 at 9:30 a.m. for the purposes of considering and, if thought fit, passing the following resolutions of the Company:

**ORDINARY RESOLUTIONS**

1. To consider and approve the report of the board of directors of the Company (“Board”) for the year ended 31 December 2013.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2013.
3. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the auditors’ report for the year ended 31 December 2013.
4. To consider and approve the proposed profit distribution plan of the Company for the year ended 31 December 2013.
5. To consider and approve the re-appointment of SHINEWING (HK) CPA Limited as the international auditors and Shinewing Certified Public Accountants as the domestic auditors of the Company for year 2014 and to authorize the Board to fix their respective remuneration.

By order of the Board  
**Great Wall Technology Company Limited**  
**Liu Liehong**  
*Chairman*

Shenzhen, PRC, 28 April 2014

*Notes:*

**1. Closure of H share register**

The H shares register of members of the Company will be closed from 30 April 2014 to 18 June 2014 (both dates inclusive) for the purpose of ascertaining shareholders’ entitlement to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, holders of H shares shall lodge all transfers accompanied by the relevant share certificates with the H shares registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 29 April 2014. During the period mentioned above, no transfer of H shares will be effected.

## **2. Eligibility for the AGM**

Holders of the Company's shares whose names appear on the register of members of the Company at the close of business on 29 April 2014 shall have the right to attend and vote at the AGM or any adjournment thereof.

## **3. Proxy**

- (a) A shareholder of the Company eligible to attend and vote at the AGM may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company.
- (b) To be valid, the form of proxy, together with the power of attorney or other authorization document(s) (if any) under which it is signed or a notarially certified copy of such power of attorney or other authorization document(s) must be delivered to the legal address of the Company (in case of Domestic Shareholders) or to the registrar of H shares of the Company (in case of H Shareholders), Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time designed for the holding of the AGM or not less than 24 hours before the time appointed for taking the poll.
- (c) The completion and deposit of a form of proxy will not preclude any shareholder from attending and voting at the AGM or any adjournment thereof.

## **4. Registration procedures for the AGM**

- (a) A shareholder or his proxy should produce proof of identity when attending the AGM;
- (b) Shareholders of the Company who intend to attend the AGM should return the reply slip to the Company on or before 29 May 2014;
- (c) Shareholders of the Company may send the above reply slip to the Company's legal address in person, by post or by facsimile.

5. Voting at the AGM 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 duration of the AGM is expected to last for half a day. Attendants who attend the AGM shall arrange for travel, food and accommodation at their cost.

*As at the date of this notice, the Board comprises six executive directors, namely Liu Liehong (Chairman), 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.*