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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 16 April 2014 regarding the implications under Rule 10 of the Takeovers Code in respect of the preliminary results for the three months ended 31 March 2014 (the “**Reporting Period**”) released by the listed subsidiaries of the Company, namely 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**”), whose A shares are listed on the Shenzhen Stock Exchange, and TPV Technology Limited 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.

The Board wishes to inform the shareholders of the Company (“**Shareholders**”) and potential investors that each of CGC and Great Wall Kaifa published its quarterly report for the Reporting Period (“**CGC Quarterly Report**” and “**Kaifa Quarterly Report**” respectively) on the website of the Shenzhen Stock Exchange on 29 April 2014.

The key accounting data and financial indicators for the Reporting Period as contained in the CGC Quarterly Report and Kaifa Quarterly Report are set out below:

## **CGC QUARTERLY REPORT**

### **Quarterly report for the Reporting Period of CGC**

#### *Key Accounting Data and Financial Indicators*

	<b>1 January – 31 March 2014</b>	1 January – 31 March 2013	<i>In RMB</i> <b>Increase/ (decrease)</b> (%)
Gross income	<b>16,540,243,059.45</b>	17,564,840,802.58	(5.83%)
Net profit / (loss) attributable to shareholders	<b>(91,616,333.40)</b>	3,954,539.59	(2,416.74%)
Net profit / (loss) attributable to shareholders, net of non-recurring profit and loss	<b>(71,148,137.56)</b>	(67,691,657.68)	--
Net cash flow from operating activities	<b>511,882,669.76</b>	(269,659,193.94)	--
Basic earnings/(loss) per share	<b>(0.0692)</b>	0.003	(2,406.67%)
Diluted earnings/(loss) per share	<b>(0.0692)</b>	0.003	(2,406.67%)
Weighted average yield on net assets	<b>(3.47%)</b>	0.14%	(3.61%)

	<b>As at 31 March 2014</b>	As at 31 March 2013	<i>In RMB</i> <b>Increase/ (decrease)</b> (%)
Total assets	<b>37,009,756,909.78</b>	39,225,526,460.61	(5.65%)
Net assets attributable to shareholders	<b>2,591,433,509.45</b>	2,681,778,115.00	(3.37%)

**Non-recurring items****1 January –  
31 March 2014**

Gain/(loss) from disposal of fixed assets (including the provision for assets impairment being written off)	<b>(3,419,762.31)</b>
Government subsidy included in profit and loss for the period, except for those closely relevant to normal business of the company, conformed to requirements of State policy, granted on fixed amount basis or enjoyed on continuous fixed amount basis subject to certain standards	<b>15,606,318.50</b>
Profit and loss of changes in fair value arising from holding of trading financial assets and trading financial liabilities except for valid straddle business relevant to normal business of the company, as well as investment gain realized from disposal of trading financial assets, trading financial liabilities and financial assets available for sale	<b>(110,087,962.69)</b>
Write-back of provision for receivables subject to individual impairment test	<b>3,254,802.75</b>
Net non-operating income/(expenses) other than the above items	<b>965,348.03</b>
Less : Affected income tax amount	<b>2,246,202.87</b>
Affected minority interests (after tax)	<b>(75,459,262.75)</b>
Total	<b><u>(20,468,195.84)</u></b>

## KAIFA QUARTERLY REPORT

### Quarterly report for the Reporting Period of Great Wall Kaifa

#### Key Accounting Data and Financial Indicators

	<b>1 January – 31 March 2014</b>	1 January – 31 March 2013	<i>In RMB</i> <b>Increase/ (decrease)</b> (%)
Gross income	<b>4,127,965,740.55</b>	3,701,108,996.18	11.53%
Net profit / (loss) attributable to shareholders	<b>(115,673,622.22)</b>	32,532,701.41	(455.56%)
Net profit / (loss) attributable to shareholders, net of non-recurring profit and loss	<b>(1,544,626.89)</b>	16,558,683.81	(109.33%)
Net cash flow from operating activities	<b>135,371,988.73</b>	55,118,044.28	145.6%
Basic earnings/(loss) per share	<b>(0.0786)</b>	0.0247	(418.22%)
Diluted earnings/(loss) per share	<b>(0.0786)</b>	0.0247	(418.22%)
Weighted average yield on net assets	<b>(2.41%)</b>	0.82%	(3.23%)
	<b>As at 31 March 2014</b>	As at 31 March 2013	<i>In RMB</i> <b>Increase/ (decrease)</b> (%)
Total assets	<b>14,006,674,097.51</b>	13,726,551,759.03	2.04%
Net assets attributable to shareholders	<b>4,749,471,031.60</b>	4,852,354,544.43	(2.12%)

**Non-recurring items****1 January –  
31 March 2014**

Gain/(loss) from disposal of fixed assets (including the provision for assets impairment being written off)	<b>(172,649.02)</b>
Government subsidy included in profit and loss for the period, except for those closely relevant to normal business of the company, conformed to requirements of State policy, granted on fixed amount basis or enjoyed on continuous fixed amount basis subject to certain standards	<b>5,000,000.00</b>
Profit and loss of changes in fair value arising from holding of trading financial assets and trading financial liabilities except for valid straddle business relevant to normal business of the company, as well as investment gain realized from disposal of trading financial assets, trading financial liabilities and financial assets available for sale	<b>(147,917,453.61)</b>
Net non-operating income/(expenses) other than the above items	<b>(151,329.55)</b>
Less : Affected income tax amount	<b>(29,113,192.31)</b>
Affected minority interests (after tax)	<b>755.46</b>
Total	<b><u><u>(114,128,995.33)</u></u></b>

The above key accounting data and financial Indicators of CGC and Great Wall Kaifa as contained in CGC Quarterly Report and Kaifa Quarterly Report respectively together 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 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, 29 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 Xiaocong, 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.*