

# 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)

#### PROXY FORM

**For use at the extraordinary general meeting to be held on 25 August 2008  
(or at any adjournment thereof) (the "EGM")**

I/We (note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ (note 2) shares of RMB1.00 each in the capital of 長城科技股份有限公司 Great Wall Technology Company Limited (the "Company") HEREBY APPOINT the Chairman of the EGM or (note 3) \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy at the EGM to be held at No. 2 Keyuan Road, Technology and Industry Park, Nanshan District, Shenzhen, the People's Republic of China on 25 August 2008 at 9:30 a.m. (or at any adjournment thereof) for the purpose of considering and if thought fit, passing with or without amendment, the resolutions as set out in the Notice of Extraordinary General Meeting dated 11 July 2008 and to vote on my/our behalf in respect of following resolutions as directed below:–

	Ordinary Resolutions	For (note 4)	Against (note 4)
1.	To consider and approve the transactions contemplated under the Purchase Agreements and the proposed Purchase Annual Cap (as more particular described in the circular dated 11 July 2008);		
2.	To consider and approve the transactions contemplated under the sale Agreements and the proposed Sale Annual Cap (as more particular described in the circular dated 11 July 2008);		
3.	To consider and approve the transactions contemplated under the Deposit Agreements and the proposed Deposit Annual Cap (as more particularly described in the circular dated 11 July 2008).		

Date this \_\_\_\_\_ day of \_\_\_\_\_ 2008. Signature(s) (note 5) \_\_\_\_\_

*Notes:*

- Full name(s) and the address(es) (as shown in the register of member(s)) to be inserted in **BLOCK LETTERS**.
- Please insert the number of shares of the Company relates to this proxy form. If no number is inserted, this proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the EGM as your proxy, please delete the words "the Chairman of the EGM or" and insert the name and address of the person appointed as your proxy in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EGM WILL ACT AS PROXY. ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- If you wish to vote for any of the resolutions set out above, please indicate with an "X" in the boxes marked "For". If you wish to vote against any resolutions set out above, please indicate with an "X" in the boxes marked "Against". If this proxy form is returned duly signed, but without any such indication, the proxy will vote or abstain at his discretion. The proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the Notice of the EGM.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in case of corporation, must be under its common seal or under the hand of an officer or attorney duly authorised.
- To be valid, this proxy form together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or other authority, must be delivered to the office of the Company's H Share Registrar in Hong Kong, Hong Kong Registrars Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 24 hours (excluding Saturday, Sunday and public holiday), before the time appointed for the EGM.
- In the case of joint registered holders, the vote of the senior who tender a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s). For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- Completion and delivery of this proxy form will not preclude you from attending and voting at the EGM if you so wish.