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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Great Wall Technology Company Limited, you should at once hand this circular to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

CONNECTED AND DISCLOSEABLE TRANSACTIONS

**Independent Financial Adviser to the Independent Board Committee
And the Shareholders**



A letter from the Board is set out on pages 4 to 14 of this circular and a letter from the Independent Board Committee is set out on pages 15 to 16 of this circular. A letter from Get Nice Capital Limited, the independent financial adviser, containing its advice to the Independent Board Committee and the Shareholders is set out on pages 17 to 25 of this circular.

11 August 2008

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Able Success”	means Able Success Limited, a limited company incorporated in the British Virgin Islands;
“Able Success Agreement”	means the agreement entered into between Kaifa Technology (HK) and Able Success on 22 July 2008 in respect of the sale and purchase of Able Success Sale Shares;
“Able Success Sale Shares”	means 37,201,665 Sale Shares held by Able Success;
“Able Success Transactions”	means the transactions contemplated under the Able Success Agreement;
“associate(s)”	has the meaning ascribed thereto in the Listing Rules;
“Beijing Pacific”	means 北京太平洋路路通網絡技術有限公司(Beijing Pacific Lu Lu Tung Network Technology Co. Ltd.), a company incorporated in the PRC;
“Beijing Pacific Agreement”	means the agreement entered into between Kaifa Technology (HK) and Beijing Pacific on 22 July 2008 in respect of the sale and purchase of Beijing Pacific Sale Shares;
“Beijing Pacific Sale Shares”	means 100,545 Sale Shares held by Beijing Pacific;
“Beijing Pacific Transactions”	means the transactions contemplated under the Beijing Pacific Agreement;
“Board”	means the board of Directors;
“Company”	means 長城科技股份有限公司(Great Wall Technology Co., Ltd), a joint stock limited company incorporated in the PRC with limited liability, whose H shares are listed on the Stock Exchange;
“connected persons”	has the meaning ascribed to it under the Listing Rules;
“Directors”	means the directors of the Company;
“Great Wall Group”	means 中國長城計算機集團公司(China Great Wall Computer Group Corporation), a company incorporated in the PRC and wholly-owned by CEC, is a substantial shareholder holding 62.11% of the Company;
“Group”	means the Company and its subsidiaries;

DEFINITIONS

“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC;
“HK\$”	means Hong Kong dollars, the lawful currency of Hong Kong;
“Independent Board Committee”	means an independent committee of the Board comprising Li Sanli, Wang Qinfang and Kennedy Ying Ho Wong established to review and consider the Able Success Transactions;
“Independent Financial Adviser”	means Get Nice Capital Limited, a corporation licensed under the SFO for carrying out type 6 (advising on corporate finance) regulated activities under the SFO, being the independent financial advisor to the Independent Board Committee and the Shareholders in respect of the Able Success Transactions;
“Kaifa Magnetic”	means 深圳開發磁記錄有限公司 (Shenzhen Kaifa Magnetic Recording Co., Ltd.), a company established in the PRC, a subsidiary of the Company, effectively held as to 63.85% by the Company;
“Kaifa Technology”	means 深圳長城開發科技股份有限公司 (Shenzhen Kaifa Technology Co., Ltd), a joint stock limited company incorporated in the PRC with limited liability, whose A shares are listed on the Shenzhen Stock Exchange in the PRC, a subsidiary of the Company, currently held as to 49.64% by the Company;
“Kaifa Technology (HK)”	means 開發科技(香港)有限公司 (Kaifa Technology (H.K.) Limited), a company incorporated in Hong Kong, a wholly owned subsidiary of Kaifa Technology;
“Latest Practicable Date”	means 5 August 2008, being the latest practicable date for ascertaining certain information referred to in this circular prior to printing of this circular;
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange;
“Pearl Wealth”	Pearl Wealth Limited, a limited company incorporated in the British Virgin Islands;
“Pearl Wealth Agreement”	means the agreement entered into between Kaifa Technology (HK) and Pearl Wealth on 22 July 2008 in respect of the sale and purchase of Pearl Wealth Sale Shares;
“Pearl Wealth Sale Shares”	means 402,180 Sale Shares held by Pearl Wealth;

DEFINITIONS

“Pearl Wealth Transactions”	means the transactions contemplated under the Pearl Wealth Agreement;
“PRC”	means the People’s Republic of China;
“RMB”	means Renminbi, the lawful currency of the PRC;
“Sale Shares”	means the share(s) of RMB1.00 each in the capital of Kaifa Magnetic;
“SFO”	means Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Shareholders”	means holders of the H shares in the capital of the Company;
“Shenzhen Stock Exchange”	means 深圳證券交易所(Shenzhen Stock Exchange) in the PRC;
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited;
“Transactions”	means the transactions contemplated under the Able Success Agreement, Pearl Wealth Agreement and Beijing Pacific Agreement;
“USD”	means United States dollars; and
“%”	means percentage.

LETTER FROM THE BOARD

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)

Directors

Mr. Lu Ming (*Chairman*)

Mr. Tam Man Chi

Mr. Wang Jincheng

Mr. Yang Jun

Mr. Su Duan

Mr. Fu Qiang

Registered address and head office

No.2 Keyuan Road

Technology and Industry Park

Nanshan District

Shenzhen, PRC

Independent non-executive Directors

Mr. Li Sanli

Ms. Wang Qinfang

Mr. Kennedy Ying Ho Wong

11 August 2008

To the Shareholders

Dear Sir and Madam,

CONNECTED AND DISCLOSEABLE TRANSACTIONS

INTRODUCTION

Reference is made to the announcement of the Company dated 22 July 2008 in which the Company announced that, inter alia, on 22 July 2008, Kaifa Technology (HK), a subsidiary of the Company, entered into share purchase agreements with each of Able Success, Pearl Wealth and Beijing Pacific to acquire from them 37,201,665 Sale Shares (representing 14.8% of the issued share capital of Kaifa Magnetic), 402,180 Sale Shares, (representing 0.16% of the issued share capital of Kaifa Magnetic) and 100,545 Sale Shares (representing 0.04% of the issued share capital of Kaifa Magnetic) respectively.

As the relevant ratios under Chapter 14 of the Listing Rules for the Transactions exceed 5% but less than 25%, the Transactions constitute discloseable transactions for the Company under Rule 14.06 of the Listing Rules.

LETTER FROM THE BOARD

Able Success, being the substantial shareholder of Kaifa Magnetic, is a connected person of the Company under the Listing Rules. Accordingly, the Able Success Transactions also constitute connected transactions of the Company. As the relevant ratio under Chapter 14A of the Listing Rules for the Able Success Transactions exceed 2.5% and the value thereof is more than HK\$10,000,000, the Able Success Transactions are subject to reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The purpose of this circular is to provide you with the details of the Able Success Agreement, the Pearl Wealth Agreement and the Beijing Pacific Agreement, to set out recommendation of the Independent Board Committee and the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Shareholders in respect of the terms of the Able Success Agreement and other information required by the Listing Rules.

THE SHARE PURCHASE AGREEMENTS

(i) Able Success Agreement

Date

22 July 2008

Parties

Able Success and Kaifa Technology (HK)

Able Success is a substantial shareholder of Kaifa Magnetic. As such, Able Success is a connected person of the Company under the Listing Rules and the Able Success Transactions also constitute connected transactions of the Company.

Interest to be acquired

Subject to the terms and conditions of the Able Success Agreement, Able Success agreed to sell, and Kaifa Technology (HK) agreed to purchase, the Able Success Sale Shares which represents 14.8% of the issued share capital of Kaifa Magnetic.

The Able Success Sale Shares was acquired by Able Success in 2004 at the acquisition costs of RMB38,454,858.57.

LETTER FROM THE BOARD

Consideration

The consideration for the transfer of the Able Success Sale Shares is RMB98,666,255.91, being RMB2.6522 per Able Success Sale Share. The consideration is determined after arm's length negotiations between Kaifa Technology (HK) and Able Success and with reference to the audited net assets value of Kaifa Magnetic of RMB718,256,500 as at 31 December 2007 prepared in accordance with the generally accepted accounting principles in the PRC (and the net assets value of the Able Success Sale Shares as at 31 December 2007 amounted to RMB106,301,962). The consideration will be satisfied by cash from the internal resources of the Group.

Payment of consideration

Kaifa Technology (HK) shall pay the initial 50% of the consideration, being RMB49,333,127.96, in cash in USD to Able Success within five working day from the execution of the Able Success Agreement and approvals from the shareholders of Kaifa Technology (HK) and Able Success having been obtained.

The balance 50% of the consideration shall be paid in cash in USD within five working days from the Able Success Completion Date.

If Kaifa Technology (HK) fails to effect payment within ten days from the agreed payment date, an interest calculated at 0.05% per day on the outstanding amount shall then be payable.

Conditions

The Able Success Agreement shall take effect on the date the last of the following conditions having been satisfied:

- (1) the board of directors of Kaifa Technology (HK) having approved the Able Success Agreement and the Able Success Transactions;
- (2) the Shareholders having approved the Able Success Agreement and the Able Success Transactions;
- (3) the board of directors of Able Success having approved the Able Success Agreement and the Able Success Transactions;
- (4) the shareholders of Able Success having approved the Able Success Agreement and the Able Success Transactions; and
- (5) the Ministry of Commerce of the PRC having approved the Able Success Transactions.

LETTER FROM THE BOARD

Completion

Completion will take place after all the conditions mentioned above have been satisfied in the following manner.

Able Success shall within ten workings days from the day all the conditions have been satisfied transfer the Able Success Sale Shares to Kaifa Technology (HK) and assist Kaifa Technology (HK) in completing the relevant registration procedures with industry and commerce department and tax department in the PRC in respect of such transfer. Completion of the sale and purchase of Able Success Sale Shares shall take place on the date all such relevant registration procedures have been completed (“**Able Success Completion Date**”).

Other Terms

Each of the parties agrees that it shall keep the other party fully indemnified for any loss, expenses or costs arising from its breach of the terms and conditions of the Able Success Agreement but such indemnity shall be capped at RMB98,666,255.91, being the consideration amount under the Able Success Agreement. All claims for breach of the terms and conditions of the Able Success Agreement shall be brought to the court of the PRC within one year from the date of the said agreement.

(ii) Pearl Wealth Agreement

Date

22 July 2008

Parties

Pearl Wealth and Kaifa Technology (HK)

To the best of the Directors’ knowledge, information and belief having made reasonable enquiry, Pearl Wealth and its ultimate beneficial owners are third parties independent of and not connected with the Company.

Interest to be acquired

Subject to the terms and conditions of the Pearl Wealth Agreement, Pearl Wealth agreed to sell, and Kaifa Technology (HK) agreed to purchase, the Pearl Wealth Sale Shares which represents 0.16% of the issued share capital of Kaifa Magnetic.

LETTER FROM THE BOARD

Consideration

The consideration for the transfer of the Pearl Wealth Sale Shares is RMB1,066,661.80, being RMB2.6522 per Pearl Wealth Sale Share. The consideration is determined after arm's length negotiations between Kaifa Technology (HK) and Pearl Wealth and with reference to the audited net assets value of Kaifa Magnetic of RMB718,256,500 as at 31 December 2007 prepared in accordance with the generally accepted accounting principles in the PRC (and the net assets value of Pearl Wealth Sale Shares as at 31 December 2007 amounted to RMB1,149,210.40). The consideration will be satisfied by cash from the internal resources of the Group.

Payment of consideration

Kaifa Technology (HK) shall pay the initial 50% of the consideration, being RMB533,330.90, in cash in USD to Pearl Wealth within five working days from the execution of the Pearl Wealth Agreement and approvals from the shareholders of Kaifa Technology (HK) and Pearl Wealth having been obtained.

The balance 50% of the consideration shall be paid in cash in USD within five working days from the Pearl Wealth Completion Date.

If Kaifa Technology (HK) fails to effect payment within ten days from the agreed payment date, an interest calculated at 0.05% per day on the outstanding amount shall then be payable.

Conditions

The Pearl Wealth Agreement shall take effect on the date the last of the following conditions having been satisfied:

- (1) the board of directors of Kaifa Technology (HK) having approved the Pearl Wealth Agreement and the transactions contemplated thereunder;
- (2) the board of directors of Pearl Wealth having approved the Pearl Wealth Agreement and the transactions contemplated thereunder;
- (3) the shareholders of Pearl Wealth having approved the Pearl Wealth Agreement and the transactions contemplated thereunder; and
- (4) the Ministry of Commerce of the PRC having approved the transactions contemplated under the Pearl Wealth Agreement.

LETTER FROM THE BOARD

Completion

Completion will take place after all the conditions mentioned above have been satisfied in the following manner.

Pearl Wealth shall within ten working days from the day all the conditions have been satisfied transfer the Pearl Wealth Sale Shares to Kaifa Technology (HK) and assist Kaifa Technology (HK) in completing the relevant registration procedures with industry and commerce department and tax department in the PRC in respect of such transfer. Completion of the sale and purchase of Pearl Wealth Sale Shares shall take place on the date all such relevant registration procedures have been completed (“**Pearl Wealth Completion Date**”).

Other Terms

Each of the parties agrees that it shall keep the other party fully indemnified for any loss, expenses or costs arising from its breach of the terms and conditions of the Pearl Wealth Agreement but such indemnity shall be capped at RMB1,066,661.80, being the consideration amount under the Pearl Wealth Agreement. All claims for breach of the terms and conditions of the Pearl Wealth Agreement shall be brought to the court of the PRC within one year from the date of the said agreement.

(iii) Beijing Pacific Agreement

Date

22 July 2008

Parties

Beijing Pacific and Kaifa Technology (HK)

To the best of the Directors’ knowledge, information and belief having made reasonable enquiry, Beijing Pacific and its ultimate beneficial owner are third parties independent of and not connected with the Company.

Interest to be acquired

Subject to the terms and conditions of the Beijing Pacific Agreement, Able Success agreed to sell, and Kaifa Technology (HK) agreed to purchase, the Beijing Pacific Sale Shares which represents 0.04% of the issued share capital of Kaifa Magnetic.

LETTER FROM THE BOARD

Consideration

The consideration for the transfer of the Beijing Pacific Sale Shares is RMB266,665.45, being RMB2.6522 per Beijing Pacific Sale Share. The consideration is determined after arm's length negotiations between Kaifa Technology (HK) and Beijing Pacific and with reference to the audited net assets value of Kaifa Magnetic of RMB718,256,500 as at 31 December 2007 prepared in accordance with the generally accepted accounting principles in the PRC (and the net assets value of the Beijing Pacific Sale Shares as at 31 December 2007 amounted to RMB287,302.60). The consideration will be satisfied by the cash from the internal resources of the Group.

Payment of consideration

Kaifa Technology (HK) shall pay 50% of the consideration, being RMB133,332.73, in cash in USD to Beijing Pacific within five working days from the execution of the Beijing Pacific Agreement and approvals from the shareholders of Kaifa Technology (HK) and Beijing Pacific having been obtained.

The balance 50% of the consideration shall be paid in cash in USD within five working days from the Beijing Pacific Completion Date.

If Kaifa Technology (HK) fails to effect payment within ten days from the agreed payment date, an interest calculated at 0.05% per day on the outstanding amount shall then be payable.

Conditions

The Beijing Pacific Agreement shall take effect on the date the last of the following conditions having been satisfied:

- (1) the board of directors of Kaifa Technology (HK) having approved the Beijing Pacific Agreement and the transactions contemplated thereunder;
- (2) the board of directors of Beijing Pacific having approved the Beijing Pacific Agreement and the transactions contemplated thereunder;
- (3) the shareholders of Beijing Pacific having approved the Beijing Pacific Agreement and the transactions contemplated thereunder; and
- (4) the Ministry of Commerce of the PRC having approved the transactions contemplated under the Beijing Pacific Agreement.

LETTER FROM THE BOARD

Completion

Completion will take place after all the conditions mentioned above have been satisfied in the following manner.

Beijing Pacific shall within ten workings days from the day all the conditions have been satisfied transfer the Beijing Pacific Sale Shares to Kaifa Technology (HK) and assist Kaifa Technology (HK) in completing the relevant registration procedures with industry and commerce department and tax department in the PRC in respect of such transfer. Completion of the sale and purchase of Beijing Pacific Sale Shares shall take place on the date all such relevant registration procedures have been completed (“**Beijing Pacific Completion Date**”).

Other Terms

Each of the parties agrees that it shall keep the other party fully indemnified for any loss, expenses or costs arising from its breach of the terms and conditions of the Beijing Pacific Agreement but such indemnity shall be capped at RMB266,665.45, being the consideration amount under the Beijing Pacific Agreement. All claims for breach of the terms and conditions of the Beijing Pacific Agreement shall be brought to the court of the PRC within one year from the date of the Beijing Pacific Agreement.

The Able Success Transactions, Pearl Wealth Transactions and Beijing Pacific Transactions are independent to each other.

REASONS FOR THE TRANSACTIONS

The Transactions are in line with the Group’s development strategy of strengthening sales, increasing market share and thus price negotiation abilities in hard disk substrates business. The Transactions further consolidate the Group’s management control of Kaifa Magnetic and facilitate the Group’s development in hard disk business which will in turn enhance the profitability of the Group and increase the Group’s cash inflow.

The Directors (including independent non-executive Directors) believe that the Transactions were entered into on normal commercial terms and the terms of the Transactions are fair and reasonable and in the interests of the Shareholders as a whole.

INFORMATION ON THE GROUP

The Group is principally engaged in the development, manufacture, sale and research and development of personal computers, personal computers peripheral products, hard disk drives (“HDD”) and HDD related products, broadband network services, network transmission and add-on products.

LETTER FROM THE BOARD

INFORMATION ON KAIFA MAGNETIC

Kaifa Magnetic is principally engaged in the development, research, manufacturing and sale of hard disk substrates. Its products are 100% exported for sale abroad and its product storage capability is up to the most advanced international standard. It is currently one of the largest hard disk substrate specialist manufacturers in the world.

Kaifa Magnetic is a subsidiary of the Company. As at the Latest Practicable Date, the Company has an effective shareholding of 63.85% in Kaifa Magnetic, consisting of 43% by way of direct interest and 20.85% indirect interest through its shareholding in Kaifa Technology which holds 42% of Kaifa Magnetic. The remaining 15% of the shareholding of Kaifa Magnetic is held by Able Success as to 14.8%, Pearl Wealth as to 0.16% and Beijing Pacific as to 0.04%.

The audited consolidated profit/loss before taxation and minority interest and the audited consolidated profit/loss after taxation and minority interest of Kaifa Magnetic for the two years ended 31 December 2007, which were prepared in accordance with the generally accepted accounting principles in the PRC, were as follows:

	Year ended 31 December	
	2006	2007
	RMB	RMB
Consolidated profit/loss before taxation and minority interests	150,512,906	138,903,383
Consolidated profit/loss after taxation and minority interests	142,654,612	131,421,785

The audited consolidated net asset value and the audited consolidated total asset value of Kaifa Magnetic as at 31 December 2007 amounted to approximately RMB718,256,500 and approximately RMB1,102,664,800 respectively.

Upon completion of the Able Success Transactions, Pearl Wealth Transactions and Beijing Pacific Transactions, the Company will directly own 58% interest in Kaifa Magnetic. As Kaifa Magnetic is a subsidiary of the Company, its results is consolidated into the Company's account. There will be no change in the accounting treatment in results of Kaifa Magnetic before and after the completion of the Transactions and the Transactions have no material effect on the earnings and assets and liabilities of the Group.

INFORMATION ON KAIFA TECHNOLOGY (HK)

Kaifa Technology (HK) is a wholly owned subsidiary of Kaifa Technology, a subsidiary of the Company, currently held as to 49.64% by the Company. As the Company maintains management control over Kaifa Technology, Kaifa Technology and accordingly Kaifa Technology (HK) are both considered subsidiaries of the Company.

Kaifa Technology (HK) is principally engaged in the trading of memory modules and HDD related products.

LETTER FROM THE BOARD

INFORMATION ON THE COUNTER PARTIES

Able Success

Able Success is an investment holding company wholly owned by CITIC International Assets Management Limited. CITIC International Assets Management Limited is owned as to 40% by CITIC International Holdings Limited, a company whose shares are listed on the Stock Exchange and as to 60% by other three independent third parties.

Pearl Wealth

Pearl Wealth is principally engaged in the investments in hi-tech and high growth businesses and other financial products investments. Pearl Wealth is wholly owned by an independent three party.

Beijing Pacific

Beijing Pacific is principally engaged in research and development of information technology, information technology consultancy, investments consultancy; sale of communication equipments, computers, metals etc. Beijing Pacific is owned by two independent third parties.

LISTING RULES IMPLICATIONS

As the relevant ratios under Chapter 14 of the Listing Rules for the Transactions exceed 5% but less than 25%, the Transactions constitute discloseable transactions for the Company under Rule 14.06 of the Listing Rules.

Able Success, being the substantial shareholder of Kaifa Magnetic, is a connected person of the Company under the Listing Rules. Accordingly, the Able Success Transactions also constitute connected transactions of the Company. As the relevant ratios under Chapter 14A of the Listing Rules for the Able Success Transactions exceed 2.5% and the value of thereof is more than HK\$10,000,000, the Able Success Transactions are subject to reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Company does not have any prior relationships or transactions with any of Able Success, Pearl Wealth and Beijing Pacific which require aggregation for the purpose of Chapter 14 or Chapter 14A of the Listing Rules.

RECOMMENDATION

The Independent Board Committee consisting of all the independent non-executive Directors, none of them has a material interest in the Transactions, having taken into account the advice of the Independent Financial Adviser, considers that the Able Success Agreement and the Able Success Transactions are in the interests of the Company and the Shareholders as a whole and are fair and reasonable so far as the Shareholders are concerned. The Independent Board Committee therefore would recommend the Shareholders to vote in favour of the resolutions to approve the Able Success Transactions if a general meeting of the Company were to be convened to consider and approve the Able Success Transactions.

LETTER FROM THE BOARD

SHAREHOLDERS' APPROVAL

As none of the Shareholders is required to abstain from voting if the Company were to convene a general meeting for the approval of the Able Success Transactions and the Company has obtained written approval from Great Wall Group (which holds 62.11% in nominal value of the securities giving right to attend and vote at any general meeting of the Company to approve the Able Success Transactions) on the Able Success Transactions, an application has been made to the Stock Exchange for a waiver under Rule 14A.43 of the Listing Rules from the requirement for the Company to hold a general meeting of the Shareholders. The Able Success Transactions have been approved by way of written shareholders' approval in lieu of holding a general meeting of the Shareholders pursuant to Rule 14A.43 of the Listing Rules on 21 July 2008 and such waiver has been granted by the Stock Exchange.

ADDITIONAL INFORMATION

Your attention is drawn to the advice of the Independent Board Committee set out on pages 15 to 16 in this circular and the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Shareholders set out on pages 17 to 25 in this circular.

Your attention is also drawn to the general information of the Group contained in the Appendix to this circular.

Yours faithfully,
By Order of the Board
Great Wall Technology Company Limited
Lu Ming
Chairman

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)

Independent non-executive Directors

Li Sanli
Wang Qinfang
Kennedy Ying Ho Wong

Registered address and head office

No.2 Keyuan Road
Technology and Industry Park
Nanshan District
Shenzhen, PRC

11 August 2008

To: The Shareholders

Dear Sir and Madam,

CONNECTED TRANSACTIONS

We refer to this circular dated 11 August 2008 issued by the Company to its Shareholders, of which this letter forms part. Unless the context otherwise requires, terms defined in this circular shall have the same meanings when used in this letter.

As the Independent Board Committee, we have been appointed to advise the Shareholders as to whether, in our opinion, the entering into the Able Success Agreement and the Able Success Transactions are in the interests of the Company and the Shareholders as a whole and the terms of which are fair and reasonable so far as the Shareholders are concerned. None of the members of the Independent Board Committee have any direct or indirect interest in the Able Success Transactions. In addition, Get Nice Capital Limited has been appointed as independent financial adviser to advise the Independent Board Committee in respect of the Able Success Transactions.

We wish to draw your attention to (i) the letters of advice from Get Nice Capital Limited as set out on pages 17 to 25 of this circular; and (ii) the letter from the Board as set out on pages 4 to 14 of this circular, which set out information relating to, and the reasons for the Able Success Transactions.

LETTER FROM INDEPENDENT BOARD COMMITTEE

As the Company's independent directors, we have discussed with the management of the Company the reasons for and benefits of the Able Success Transactions and the basis upon which their terms have been determined. We have considered the factors and reasons considered by, and the opinions and recommendations of, Get Nice Capital Limited as set out on pages 17 to 25 of this circular. We concur with the view of Get Nice Capital Limited that the entering into of the Able Success Agreement the Able Success Transactions are in the interests of the Company and the Shareholders as a whole and the terms of which are fair and reasonable as far as the Shareholders are concerned. Accordingly, we recommend the Shareholders to vote in favour of the resolutions to approve the Able Success Transactions if a general meeting of the Company were to convened to consider and approve the Able Success Transactions.

Yours faithfully,
Independent Board Committee
Great Wall Technology Company Limited
Li Sanli
Wang Qinfang
Kennedy Ying Ho Wong

LETTER FROM INDEPENDENT FINANCIAL ADVISER

The following is the full text of a letter from Get Nice Capital Limited for the purpose of incorporation in this circular, in connection with its advice to the Independent Board Committee and the Shareholders in relation to the Able Success Transactions:



Get Nice Capital Limited

10th Floor, Cosco Tower,
Grand Millennium Plaza,
183 Queen's Road Central
Hong Kong

11 August 2008

*To the Independent Board Committee and the Shareholders of
Great Wall Technology Company Limited*

Dear Sirs,

CONNECTED TRANSACTIONS

We refer to our engagement as the independent financial adviser to the Independent Board Committee and the Shareholders in relation to the Able Success Transactions, details of which are set out in the "Letter from the Board" (the "Board Letter") contained in the circular of the Company dated 11 August 2008 (the "Circular"), of which this letter forms part. Terms defined in the Circular shall have the same meanings in this letter unless the context of this letter otherwise requires.

On 22 July 2008, Kaifa Technology (HK), a subsidiary of the Company, entered into share purchase agreements with each of Able Success, Pearl Wealth and Beijing Pacific to acquire from them 37,201,665 Sale Shares (representing 14.8% of the issued share capital of Kaifa Magnetic) under the Able Success Transactions, 402,180 Sale Shares (representing 0.16% of the issued share capital of Kaifa Magnetic) under the Pearl Wealth Transactions and 100,545 Sale Shares (representing 0.04% of the issued share capital of Kaifa Magnetic) under the Beijing Pacific Transactions respectively. To the best of the Directors' knowledge, information and belief having made reasonable enquiry, each of Pearl Wealth and Beijing Pacific and their respective ultimate beneficial owners are third parties independent of and not connected with the Company.

Able Success, being the substantial shareholder of Kaifa Magnetic, is a connected person of the Company under the Listing Rules. Accordingly, the Able Success Transactions also constitute connected transactions of the Company. As the relevant ratio under Chapter 14A of the Listing Rules for the Able Success Transactions exceed 2.5% and the value thereof is more than HK\$10,000,000, the Able Success Transactions are subject to reporting, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. As none of the Shareholders is required to abstain from voting if the Company were to convene a general meeting for the approval of the Able Success Transactions and the Company has obtained written approval from Great Wall Group (which holds 62.11% in nominal

LETTER FROM INDEPENDENT FINANCIAL ADVISER

value of the securities giving right to attend and vote at any general meeting of the Company to approve the Able Success Transactions) on the Able Success Transactions, an application has been made to the Stock Exchange for a waiver under Rule 14A.43 of the Listing Rules from the requirement for the Company to hold a general meeting of the Shareholders. The Able Success Transactions have been approved by way of written shareholders' approval in lieu of holding a general meeting of the Shareholders pursuant to Rule 14A.43 of the Listing Rules on 21 July 2008 and such waiver has been granted by the Stock Exchange.

The Independent Board Committee, comprising all of the independent non-executive Directors, namely, Li Sanli, Wang Qinfang and Kennedy Ying Ho Wong, has been established to advise the Shareholders as to whether the Able Success Transactions are fair and reasonable so far as the Shareholders are concerned and whether the Able Success Transactions are in the interests of the Company and the Shareholders as a whole.

In formulating our recommendation, we have relied on the statements, information, opinions and representations contained in the Circular and the information, facts and representations provided to us by the Directors and management of the Company. We have assumed that all information, representations and opinions contained or referred to in the Circular and all information, representations and opinions which have been provided by the Directors or management of the Company for which they are solely responsible, are true and accurate at the time they were made and will continue to be accurate at the date of the despatch of the Circular. We are also not aware that any statements of belief, opinion and intention made by the Directors in the Circular were not reasonably made after due and careful enquiry and not based on honestly-held opinions. We have no reason to doubt the truth, accuracy and completeness of the information and representations provided to us by the Directors and we have been advised by the Directors that no material facts have been omitted from the information and representations provided in and referred in the Circular.

We consider that we have been provided with sufficient information to enable us to reach an informed view and to justify our reliance on the accuracy of the information and representations contained in the Circular and to provide a reasonable basis for our opinion. We have not, however, carried out any independent verification of the information provided by the Directors and management of the Company, nor have we conducted an independent investigation into the business and affairs of the Company or any of its respective subsidiaries or associates.

PRINCIPAL FACTORS AND REASONS TAKEN INTO ACCOUNT

In arriving at our advice to the Independent Board Committee and the Shareholders in respect of the Able Success Transactions under the Able Success Agreement, we have taken the following principal factors and reasons into consideration:

I. Background of the Transactions

The Group is principally engaged in the development, manufacture, sale and research and development of personal computers ("PC"), PC peripheral products, hard disk drive ("HDD"), HDD related products, broadband network services, network transmission and add-on products.

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Kaifa Technology (HK) is principally engaged in the trading of memory modules and HDD related products and a wholly owned subsidiary of Kaifa Technology, a subsidiary of the Company, currently held as to 49.64% by the Company. As the Company maintains management control over Kaifa Technology, Kaifa Technology and accordingly Kaifa Technology (HK) are both considered subsidiaries of the Company.

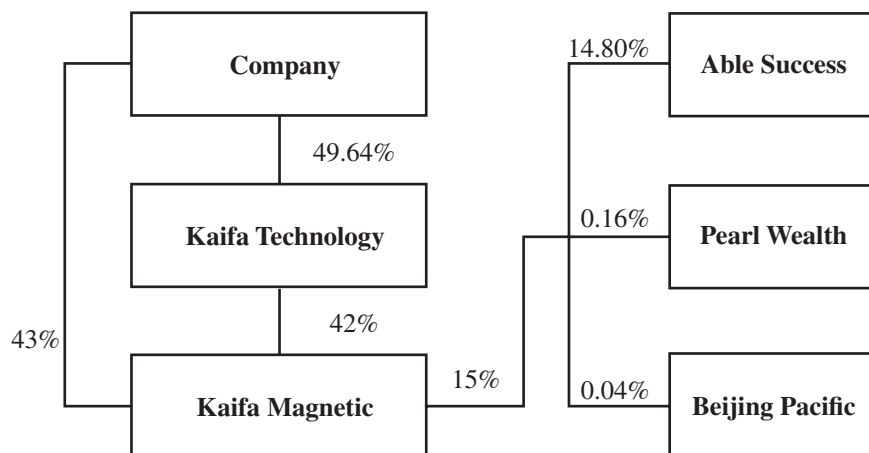
Kaifa Magnetic is a subsidiary of the Company. Immediately prior to the Transactions, the Company has an effective shareholding of 63.85% in Kaifa Magnetic, consisting of 43% by way of direct interest and 20.85% indirect interest through its shareholding in Kaifa Technology which holds 42% of Kaifa Magnetic. The remaining 15% of the shareholding of Kaifa Magnetic is held by Able Success as to 14.8%, Pearl Wealth as to 0.16% and Beijing Pacific as to 0.04%. The results of Kaifa Magnetic has been consolidated to the accounts of the Company.

On 22 July 2008, Kaifa Technology (HK) entered into the Transactions comprising (i) the Able Success Transactions under the Able Success Agreement with Able Success to acquire from Able Success 37,201,665 Sale Shares (representing 14.8% of the issued share capital of Kaifa Magnetic); (ii) the Pearl Wealth Transactions under the Pearl Wealth Agreement with Pearl Wealth to acquire from Pearl Wealth 402,180 Sale Shares (representing 0.16% of the issued share capital of Kaifa Magnetic); and (iii) the Beijing Pacific Transactions under the Beijing Pacific Agreement with Beijing Pacific to acquire from Beijing Pacific 100,545 Sale Shares (representing 0.04% of the issued share capital of Kaifa Magnetic). The Able Success Transactions, Pearl Wealth Transactions and Beijing Pacific Transactions are independent to each other.

Upon completion of the Transactions, the Company's effective shareholding in Kaifa Magnetic will be increased from 63.85% to 71.29%, an increase of 7.44%. The results of Kaifa Magnetic will be consolidated to the accounts of the Company in the same way as before the Transactions.

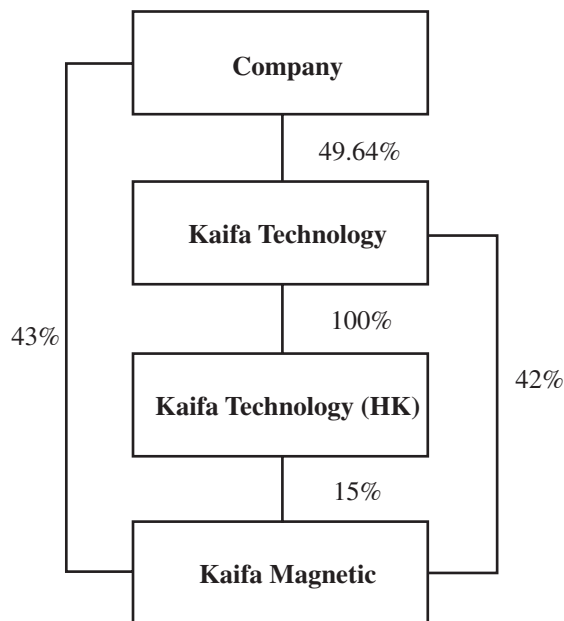
Set out below is the shareholding of the Company in Kaifa Magnetic immediately before and after the Transactions:

(i) *Immediately before the Transactions*



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(ii) *Immediately after the Transactions*



II. Reasons of the Able Success Transactions

Kaifa Magnetic is principally engaged in the development, research, manufacturing and sale of hard disk substrates. Its products are 100% exported for sale abroad and its product storage capability is up to the most advanced international standard. It is currently one of the largest hard disk substrate specialist manufacturers in the world.

The audited consolidated profit/loss before taxation and minority interest and the audited consolidated profit/loss after taxation and minority interest of Kaifa Magnetic for the two years ended 31 December 2007, which were prepared in accordance with the generally accepted accounting principles in the PRC, were as follows:–

	Year ended 31 December	
	2006	2007
	<i>RMB</i>	<i>RMB</i>
Consolidated profit/loss before taxation and minority interests	150,512,906	138,903,383
Consolidated profit/loss after taxation and minority interests	142,654,612	131,421,785

The audited consolidated net asset value and the audited consolidated total asset value of Kaifa Magnetic as at 31 December 2007 amounted to approximately RMB718,256,500 and approximately RMB1,102,664,800 respectively.

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The Able Success Transactions are in line with the Group's development strategy of strengthening sales, increasing market share and thus price negotiation abilities in hard disk substrates business. The Able Success Transactions further consolidate the Group's management control of Kaifa Magnetic and facilitate the Group's development in hard disk business which will in turn enhance the profitability of the Group and increase the Group's cash inflow.

The Directors (including independent non-executive Directors) believe that the Able Success Transactions were entered into on normal commercial and the terms of the Able Success Transactions are fair and reasonable and in the interests of the Shareholders as a whole.

As Kaifa Magnetic has recorded profitability over the past two years, we share with the same view of the Directors that the acquisition of further 14.8% interest in Kaifa Magnetic under the Able Success Transactions could enhance the earning base of the Group. Accordingly, we consider that the Able Success Transactions are in the interest of the Company and the Shareholders as a whole.

III. Terms of the Able Success Agreement

1. Consideration

The consideration for the transfer of the Able Success Sale Shares under the Able Success Transactions is RMB98,666,255.91, being RMB2.6522 per Able Success Sale Share. The consideration is determined after arm's length negotiations between Kaifa Technology (HK) and Able Success and with reference to the audited net assets value of Kaifa Magnetic of RMB718,256,500 as at 31 December 2007 prepared in accordance with the generally accepted accounting principles in the PRC (and the net assets value of the Able Success Sale Shares as at 31 December 2007 amounted to RMB106,301,962).

The fairness of the consideration for the Able Success Transactions can be analysed using the following approaches:

(a) Net Assets

The net assets approach is one of the common approaches used to value the fairness of the consideration. The consideration of RMB98,666,255.91 under the Able Success Transactions represents a discount of approximately 7.18% to the net assets value of the Able Success Sale Shares as at 31 December 2007 of RMB106,301,962. In light of this, we are of the view that this consideration is fair and reasonable so far as the Company and the Shareholders as a whole are concerned.

(b) Price earnings multiples

Price/earnings multiple ("P/E") is another common approach for the evaluation of the consideration. As for the Able Success Transactions, the acquisition of Able Success Sale Shares based on the audited consolidated profit after taxation and minority interests of Kaifa Magnetic of RMB131,421,785 represent a sharing of such profit of approximately RMB19,450,424 (i.e. RMB131,421,785 x 14.8%). Based on the consideration of

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RMB98,666,255.91 under the Able Success Transactions, the P/E of the Able Success Transactions equals to approximately 5.07 times.

To evaluate the fairness of the P/E of the Able Success Transactions, we have searched for the companies listed on the Stock Exchange but were unable to find a company that is engaged in exactly the same business of that of Kaifa Magnetic for direct comparison. Instead, for analysis purpose, we have searched companies listed on the Stock Exchange which are engaged in similar business of that of Kaifa Magnetic. When performing our analysis, we have excluded the companies which recorded losses in their respective latest financial years. To the best of knowledge, we have identified 5 companies (the “Targets”) which meet the above selection criteria. The information of the Targets is summarised as follows:

Name of Company (Stock Code)	Principal business	Approximate P/E based on the closing price on 22 July 2008 (being the date of the Able Success Agreement)
Ju Teng International Holdings Limited (3336)	Manufacturing and sale of notebook computer casings, parts and other related materials	8.244
PINE Technology Holdings Limited (8013)	Design, development, manufacture and distribution of PC based products	4.302
Powerleader Science & Technology Company Limited (8236)	Design, manufacture and sales of computer servers, sale and distribution of platform and accessories products and leasing of computer servers	8.320
VST Holdings Limited (856)	Distribution of information technology (“IT”) products and provider of enterprise systems and IT services	4.417
IPE Group Limited (929)	Manufacturing and sale of precision metal components used in a variety of applications including hard disc drives	7.123

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As can be seen from the above, the historical P/E of the Targets, based on their respective closing prices on the Stock Exchange on 22 July 2008 (being the date of the Able Success Agreement) and their respective latest audited earnings, ranges from 4.302 to 8.320 times. The P/E of the Able Success Transactions of approximately 5.07 times is within this range and therefore is acceptable. Accordingly, we are of the opinion that the consideration for the Able Success Transactions is fair and reasonable so far as the Company and the Shareholders as a whole are concerned.

2. *Payment of consideration*

The consideration of RMB98,666,255.91 for the Able Success Transactions will be satisfied by cash from the internal resources of the Group. Kaifa Technology (HK) shall pay the initial 50% of the consideration, being RMB49,333,127.96, in cash in USD to Able Success within five working days from the execution of the Able Success Agreement and approvals from the shareholders of Kaifa Technology (HK) and Able Success having been obtained.

The balance 50% of the consideration shall be paid in cash in USD within five working days from the Able Success Completion Date.

If Kaifa Technology (HK) fails to effect payment within ten days from the agreed payment date, an interest calculated at 0.05% per day on the outstanding amount shall then be payable.

The above consideration accounts for (i) approximately 3.63% of the audited consolidated “cash and cash equivalents” of the Group as at 31 December 2007 amounting to RMB2,719,237,000; and (ii) approximately 1.42% of audited consolidated “total current assets” of the Group as at 31 December 2007 amounting to RMB6,937,025,000. On this basis, we are of the opinion that the cash outlay for the settlement of the consideration will not have a significant impact on the Group’s financial position and therefore is acceptable.

3. *Other terms*

Each of the parties agrees that it shall keep the other party fully indemnified for any loss, expenses or costs arising from its breach of the terms and conditions of the Able Success Agreement but such indemnity shall be capped at RMB98,666,255.91, being the consideration amount under the Able Success Agreement. All claims for breach of the terms and conditions of the Able Success Agreement shall be brought to the court of the PRC within one year from the date of the said agreement.

We believe that the above terms are fair and reasonable and in the interests of the Shareholders as a whole.

4. *Conclusion*

Based on the above, we are of the view that the Able Success Transactions were entered into on normal commercial terms and the terms of the Able Success Agreement including the consideration are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LETTER FROM INDEPENDENT FINANCIAL ADVISER

IV. Financial effects of the Able Success Transactions

As Kaifa Magnetic is a subsidiary of the Company, its results is consolidated into the Company's account. There will be no change in the accounting treatment in results of Kaifa Magnetic before and after the completion of the Transactions. Upon the completion of the Transactions, the Company's effective shareholding in Kaifa Magnetic will be increased from 63.85% to 71.29%, an increase of 7.44%.

As stated in the Board Letter, the consideration for the acquisition of 14.8% interest in Kaifa Magnetic under Able Success Transactions shall be paid out of the internal resources of the Group.

1. *Net assets*

As set out in the Company's 2007 Annual Report, the audited net asset value of the Group as at 31 December 2007 was approximately RMB6,795 million. As the consideration of RMB98,666,255.91 for the acquisition of 14.8% interest in Kaifa Magnetic under the Able Success Transactions will be financed by internal resources of the Group, the Able Success Transactions are not expected to have any material impact on the net asset value of the Group immediately upon the completion of the Able Success Transactions.

2. *Earnings*

In view of the historical profitable record of Kaifa Magnetic, the Able Success Transactions is expected to make a positive contribution to the earnings of the Group in the future as a result in the increase in the sharing of earnings of Kaifa Magnetic.

3. *Liquidity Position and Gearing*

As the consideration of RMB98,666,255.91 for the Able Success Transactions accounts for (i) approximately 3.63% of the audited consolidated "cash and cash equivalents" of the Group as at 31 December 2007 amounting to RMB2,719,237,000; and (ii) approximately 1.42% of audited consolidated "total current assets" of the Group as at 31 December 2007 amounting to RMB6,937,025,000, it is expected that cash outlay for the settlement of this consideration will not have a significant impact on the Group's liquidity position.

The gearing position of the Group will be remained at the same level after the completion of the Able Success Transactions.

4. *Conclusion*

Having considered the above as a whole, we are of the view that the financial effects of the Able Success Transactions on the Group are acceptable.

LETTER FROM INDEPENDENT FINANCIAL ADVISER

RECOMMENDATION

Based on the information and representations provided and opinions given by the Board and having taken into account the above principal factors and reasons, we are of the view that the Able Success Transactions are not in the ordinary course of business of the Company but were entered into on normal commercial terms and the terms of the Able Success Transactions are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

As stated in the Board Letter, an application has been made by the Company to the Stock Exchange for a waiver under Rule 14A.43 of the Listing Rules from the requirement for the Company to hold a general meeting of the Shareholders to approve the Able Success Transactions and such waiver has been granted by the Stock Exchange. If a general meeting of the Company were to be convened to consider and approve the Able Success Transactions, we would advise the Independent Board Committee to recommend the Shareholders to vote in favour of the resolution which would have been proposed at the general meeting of the Company to approve the Able Success Transactions.

Yours faithfully,
For and on behalf of
Get Nice Capital Limited

Louis Yiu
Director

Gary Hung
Director

1. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts not contained in this circular, the omission of which would make any statement herein misleading.

2. DISCLOSURE OF INTERESTS

Directors, supervisors and chief executive officers

As at the Latest Practicable Date, the interests and short positions of the Directors, supervisors and the chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors, supervisors and the chief executives of the Company were deemed or taken to have under such provisions of the SFO) or which were required to be and were recorded in the register required to be kept pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers adopted by the Company (the “**Model Code**”) were as follows:

Personal Interests

Name of Director	Number of shares held	Approximate percentage of total registered share capital of the relevant entity
Mr. Lu Ming	83,952 shares of Great Wall Computer (<i>L</i>)	0.0183%
Mr. Tam Man Chi	1,113,878 shares of Great Wall Kaifa (<i>L</i>)	0.12%

Corporate Interests

Name of Director	Number of shares held	Approximate percentage of total registered share capital of the relevant entity
Mr. Tam Man Chi	73,389,587 shares of Great Wall Kaifa (<i>L</i>) (<i>Note</i>)	8.34%

Note: Broadata (HK) Limited (“**Broadata**”) held approximately 8.34% of these shares. Flash Bright Investment Limited held 67.96% shares in Broadata. Mr. Tam Man Chi and his spouse held in aggregate 100% equity shares in Flash Bright Investment Limited.

The letter “*L*” denotes a long position.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors, supervisors and chief executives of the Company had or was deemed to have any interest or short position in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which was required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she was taken or deemed to have under such provisions of the SFO) or which was required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein or which was required, pursuant to the Model Code contained in the Listing Rules, to be notified to the Company and the Stock Exchange.

As at the Latest Practicable Date, none of the Directors, supervisors or chief executives of the Company had any interest, direct or indirect, in any asset which have been since 31 December 2007, being the date to which the latest published audited financial statements of the Group were made up, acquired or disposed of by or lease to any member of the Group or are proposed to be acquired or disposed of by or leased to any member of the Group.

As at the Latest Practicable Date, none of the Directors, supervisors or chief executive of the Company was materially interested in any contract or arrangement entered into by any member of the Group since 31 December 2007, being the date to which the latest published audited financial statements of the Company were made up, and which was significant in relation to the business of the Group.

3. SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, so far as is known to the Directors, supervisors and chief executives of the Company are aware, the following persons (not being a Director, supervisor or chief executive of the Company) had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or, were directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group, were as follows:

Long position in the shares and underlying shares of the Company

Name of Shareholder	Class of shares	Number of shares held	Shareholding percentage of issued state-owned legal person shares	Shareholding percentage of issued H shares
Great Wall Group	State-owned legal person shares	743,870,000	100%	–
HKSCC Nominees Limited	H shares	449,225,900	–	98.98%

Since 18 August 2006, Great Wall Group has been wholly owned by CEC which in turn, has become the ultimate controlling shareholder of the Company by holding 62.11% of the Company's total issued share capital.

	Position(s) in the Company	Position(s) in Great Wall Group
Mr. Lu Ming	chairman, president and director	president and director
Mr. Yang Jun	director	director and vice-president
Mr. Wu Kai Ming	vice-president	director

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or senior managers had any interest or position in the substantial shareholders of the Company, namely Great Wall Group and HKSCC Nominees Limited.

Save as disclosed above, so far as is known to the Directors, supervisor and chief executive of the Company, as at the Latest Practicable Date, no other person (other than the Directors, supervisors and chief executives of the Company), had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, and/or, who was, directly or indirectly, to be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

4. COMPETING INTERESTS

Each of the Directors has confirmed that he/she and their respective associates (as defined under the Listing Rules) do not have any interests in a business apart from the Group's business, which competes or is likely to compete, either directly or indirectly with the Group's business.

5. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors are not aware of any material adverse change in the financial or trading position of the Group since 31 December 2007, the date to which the latest audited financial statements of the Group were made up.

6. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors, proposed Directors or supervisors of the Company had any existing or proposed service contracts with the Company (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)).

7. LITIGATION

As at the Latest Practicable Date, neither the Company nor any of its subsidiaries was engaged in any litigation or claim of material importance and, so far as the Directors were aware, no litigation or claim of material importance was pending or threatened against the Company or any of its subsidiaries.

8. EXPERT

- (a) The following sets out the qualifications of the expert which has given its opinion or advice as contained in this circular:

Name	Qualifications
Get Nice Capital Limited	A corporation licensed under the SFO to conduct type 6 (advising on corporate finance) regulated activities under the SFO

- (b) The Independent Financial Adviser does not have any shareholding, direct or indirect, in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Company.
- (c) The Independent Financial Adviser does not have any interest, direct or indirect, in any assets which have been acquired or disposed of by or leased to any member of the Group, or which are proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2007, the date to which the latest published audited financial statements of the Company were made up.
- (d) The Independent Financial Adviser has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter and references to its name in the form and context in which they are included.
- (e) The letter and recommendation given by the Independent Financial Adviser are give as of the date of this circular for incorporation herein.

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at 2201, H.K. Worsted Mills Industrial Building, 31-39 Wo Tong Tsui Street, Kwai Chung, New Territories, Hong Kong during normal business hours from the date of this circular up and including 26 August 2008:

- (a) the letter from Independent Financial Adviser, the text of which is set out in this circular;
and
- (b) the Able Success Agreement.

10. GENERAL

- (a) The company secretary and qualified accountant of the Company is Mr. Siu Yuchun, a fellow of the Hong Kong Institute of Certified Public Accountants and the Association of Certified Chartered Accountants in the United Kingdom. Mr. Siu also holds a Bachelor degree in economics from Acadia University, Canada and a Master degree in business administration from Dalhousie University, Canada.
- (b) The Company's H shares registrar and transfer office is Hong Kong Registrars Ltd., Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (c) The registered address of the Company is No. 2, Keyuan Road, Technology & Industry Park, Nanshan District, Shenzhen, the PRC.
- (d) The English text of this circular shall prevail over the Chinese text in the case of any inconsistency.