
NOTICE OF EXTRAORDINARY GENERAL MEETING

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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Board of Directors of Great Wall Technology Company Limited (the “**Company**”) has resolved that an extraordinary general meeting (“**EGM**”) of the Company to be held at 16th Floor, Great Wall Technology Building, No. 2 Keyuan Road, Technology and Industry Park, Nanshan District, Shenzhen, PRC on 29 December 2008 at 9:30 a.m. to consider and, if thought fit, pass the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT** the change of the Company’s international auditors and domestic auditors to Shinewing (HK) CPA Limited and Shinewing Certified Public Accountants respectively effective from the date of this resolution be and are hereby approved and the directors of the Company be and are hereby authorized to fix their remuneration.”

By order of the Board
Great Wall Technology Company Limited
Lu Ming
Chairman

Shenzhen, PRC, 13 November 2008

Notes:

1. The register of members of the Company will be closed from 29 November 2008 to 29 December 2008 (both days inclusive), during which no transfer of shares in the Company will be registered.
2. Holders of the H shares of the Company whose names appear on the register of members of the Company on 29 December 2008 shall have the right to attend and vote at the EGM or any adjournment thereof.
3. In order to be entitled to attend and vote at the EGM, persons holding the H shares of the Company shall lodge share transfer documents and the relevant share certificates with the Company’s H shares registrar, Hong Kong Registrars Limited, not later than 4:00 p.m. on 28 November 2008.
4. The address of the Company’s H share registrar for share transfer is: Hong Kong Registrars Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong.
5. Shareholders intending to attend the EGM must notify the Company Secretary’s office no later than 9 December 2008 with written confirmation together with the reply slip completed on the day or before, by person, by mail or by fax. The mentioned reply in writing does not affect a shareholder’s right to attend and vote at EGM as stated in Note 2. The reply slip had been mailed to shareholders together with this notice of EGM.

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6. A shareholder entitled to attend and vote at the EGM may appoint one or more proxies (whether he/she is a shareholder of the Company or not) to attend and vote instead of him/her. Each holder of H shares of the Company (or his/her proxy) shall be entitled to one vote for each share held on any vote taken by poll. The completion and deposit of a form of proxy will not preclude any shareholder from attending and voting at the EGM or any adjournment thereof.
7. A proxy (or proxies) must be appointed in writing. Such instrument shall be signed by the person appointing the proxy (or proxies) or by his/her duly authorized attorney. If the form of proxy is signed by an attorney, the document appointing the attorney must be certified by a notary. To be valid, a notarially certified power of attorney or other authority (if any) and the form of proxy must be received by the Company's H shares registrar, Hong Kong Registrars Ltd., Rooms 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Hong Kong, 24 hours (excluding Saturday, Sunday and public holiday) prior to the commencement of the EGM. The form of proxy for use at the EGM had been mailed to shareholders together with this notice of EGM.
8. Set out below is the procedures by which shareholders and the chairman of any shareholders' meeting may demand a poll pursuant to Article 77 of the Articles of Association of the Company.

According to Article 77 of the Articles of Association of the Company, at a general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or after the voting by a show of hands) a poll is demanded by:

- (a) the chairman of the meeting; or
- (b) at least two members present in person or by proxy and entitled to vote; or
- (c) any member of members present (including by proxy) representing alone or in aggregate not less than one-tenth of the total voting rights at the meeting.

Unless a poll is demanded, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried, and an entry to that effect in the minutes of the meeting shall be conclusive evidence of that fact without proof of the number of proportion of the votes recorded in favour of or against the resolutions carried at the meeting. The demand for a poll may be withdrawn by the person who made the demand.

9. Detailed information on the proposed resolution to be considered at the EGM is set out in the attachment to this notice.
10. The EGM is expected to last for half a day. The shareholders attending the EGM shall be responsible for their own travelling and accommodation expenses.
11. The registered address and head office of the Company is:

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

As at the date of this notice, the Board of Directors of the Company comprises six executive directors, namely Lu Ming, Tam Man Chi, Wang Jincheng, Yang Jun, Su Duan and Fu Qiang; and three independent non-executive directors, namely Li Sanli, Wang Qinfang and Kennedy Ying Ho Wong.

ATTACHMENT TO THE NOTICE OF EXTRAORDINARY GENERAL MEETING OF GREAT WALL TECHNOLOGY COMPANY LIMITED DATED 13 NOVEMBER 2008

INFORMATION ON THE PROPOSED CHANGE OF AUDITORS

Pursuant to the resolutions passed by the shareholders of the Company in the annual general meeting of the Company held on 19 June 2008, Ernst & Young and Ernst & Young Hua Ming were appointed as the international auditors and domestic auditors of the Company for the year ending 31 December 2008.

Pursuant to the “Notice regarding Undertaking Central Enterprise Financial Auditing by Sampling in 2008” (關於開展中央企業2008年度財務抽查審計工作的通知)(Guo Zi Ting Fa Ping Jia [2008] No. 26 (the “**Notice**”) dated 25 March 2008 issued by the State-owned Assets Supervision and Administration Commission of the State Council of the People’s Republic of China (“**SASAC**”), China Electronics Corporation (中國電子信息產業集團公司)(“**CEC**”), the ultimate controlling shareholder of the Company, belongs to enterprises which are subject to group financial auditing by sampling for 2008 of SASAC, and the Company, as a listed company controlled by CEC, is also subject to such financial auditing.

CEC received the “CEC – Notification regarding Financial Auditing by Sampling for 2008” (中國電子信息產業集團公司2008年度抽查審計通知書) (Ping Jia Han [2008] No. 236) (the “**Notification**”) dated 5 July 2008 from SASAC. The Notification sets out that pursuant to the decision of Three Gorges International Tendering Company Limited (三峽國際招標有限責任公司), the company appointed by SASAC to arrange tendering and evaluation for the purpose of the financial auditing under the Notice, Shinewing Certified Public Accountants is to be responsible for the financial auditing by sampling of CEC group (including the Company) and Shinewing (HK) CPA Limited is to be the international auditors of the Company for the year ending 31 December 2008. Accordingly, the Company is required to timely complete the relevant procedures and legal formalities for the change of auditors in accordance with the requirements of the Notice and Notification.

The audit committee of the Company which comprises all the independent non-executive directors of the Company, having considered the requirements under the Notice and Notification, has recommended to the Board of Directors of the Company that Shinewing (HK) CPA Limited and Shinewing Certified Public Accountants should be appointed to replace Ernst & Young and Ernst & Young Hua Ming as the Company’s international auditors and domestic auditors respectively for the year ending 31 December 2008.

Ernst & Young has provided confirmation in writing to the Company that there are no circumstances which they considered should be brought to the attention of the shareholders of the Company in respect of the proposed change of auditors. The Board of Directors of the Company also considers that there are no circumstances which should be brought to the attention of the shareholders of the Company in respect of the proposed change of auditors.

Ernst & Young and Ernst & Young Hua Ming have not commenced any audit services in relation to the annual results of the Company for the year ending 31 December 2008 and such audit services will be undertaken by Shinewing (HK) CPA Limited and Shinewing Certified Public Accountants respectively following the approval by the shareholders of the Company at the EGM in respect of the proposed change of auditors. The Board of Directors of the Company is of the view that the proposed change of auditors will not affect the release of the annual results of the Company for the year ending 31 December 2008.

RECOMMENDATION

The Board of Directors of the Company considers that the proposed ordinary resolution in relation to the change of auditors is in the best interests of the Company and its shareholders as a whole and therefore recommend that all the shareholders of the Company to vote in favour of the resolution to be proposed at the EGM.