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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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (“EGM”) of 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 12 July 2011 at 9:30 a.m. to consider and if thought fit, pass with or without amendments, the following resolution:

**ORDINARY RESOLUTIONS**

1. “THAT the CGCSZ Non-public Shares Issue (as more particularly described in the circular dated 26 May 2011 (the “**Circular**”)), a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for identification purpose, be and is hereby approved and the directors of the Company be and are hereby authorized to take any step as they consider necessary, desirable or expedient in connection therewith.
2. THAT the TPV Shares SPA (as more particularly described in the Circular) and the TPV Shares Transaction (as more particularly described in the Circular) contemplated thereunder be and are hereby approved and the directors of the Company be and are hereby authorized to take any step as they consider necessary, desirable or expedient in connection therewith.”

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

Shenzhen, PRC, 26 May 2011

*Notes:*

1. The register of members of the Company will be closed from 10 June 2011 to 12 July 2011, both days inclusive, during which period no transfer of shares will be effected. In order to qualify to attend and vote at the EGM, holders of H shares shall lodge all share transfers accompanied by the relevant share certificates with the H share registrar of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on 9 June 2011.
2. Holders of H shares and domestic shares whose names appear on the register of members of the Company at the close of business on 9 June 2011 are entitled to attend and vote at the EGM and may appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or other authority, must be deposited to the H share registrar of the Company Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H shares) or the legal address of the Company (for holders of domestic shares) not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof.
4. Shareholders who intend to attend the EGM should complete and return the reply slip by hand, by post or by facsimile to the legal address of the Company on or before 22 June 2011.
5. Voting at the EGM 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 2650 4493

7. The EGM is expected to take half a day. Shareholders or their proxies attending the EGM shall be responsible for their own travel and accommodation expenses. Shareholders or their proxies shall produce their identification documents for verification when attending the EGM.
8. As at the date of this notice, the board of directors of the Company comprises:

*Executive Directors:*

Mr. Liu Liehong (*Chairman*)  
Mr. Lu Ming  
Mr. Tam Man Chi  
Mr. Yang Jun  
Mr. Su Duan  
Mr. Du Heping

*Independent Non-executive Directors:*

Mr. Chen Zhiya  
Mr. Yao Xiaocong  
Mr. James Kong Tin Wong