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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 ANNUAL GENERAL MEETING,
NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES AND
NOTICE OF CLASS MEETING OF HOLDER OF DOMESTIC SHARES**

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting (“AGM”) of Great Wall Technology Company Limited (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 20 June 2012 at 9:30 a.m. for the purposes of considering and, if thought fit, passing the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. To consider and approve the report of the board directors of the Company (“Board”) for the year ended 31 December 2011;
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2011;
3. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the auditors’ report for the year ended 31 December 2011;
4. To consider and approve the proposed profit distribution plan and final dividend distribution plan for the year ended 31 December 2011;
5. To consider and approve the re-appointment of Shinewing (HK) CPA Limited as the international auditors and Shinewing Certified Public Accountants as the domestic auditors of the Company for year 2012 and to authorize the Board to fix their respective remuneration;

SPECIAL RESOLUTION

6. To authorize the Board to repurchase H shares of the Company (“H Shares”) subject to the following conditions:
- (a) subject to paragraphs (b) and (c) below, the Relevant Period (as defined in paragraph (d) below) during which the Board may exercise all the powers of the Company to repurchase H Shares in issue on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the People’s Republic of China (the “PRC”), the Stock Exchange or of any other governmental or regulatory body be and is hereby approved;
 - (b) the aggregate nominal value of H Shares authorized to be repurchased pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 percent of the aggregate nominal value of H Shares in issue as at the date of the passing of this resolution;
 - (c) the approval in paragraph (a) above shall be conditional upon:
 - (i) the passing of a special resolution in the same terms as the resolution set out in this paragraph (except for this sub-paragraph (c)(i)) at the class meeting for holders of H Shares to be held on 20 June 2012 (or on such adjourned date as may be applicable); and the class meeting for holders of domestic shares of the Company to be held on 20 June 2012 (or on such adjourned date as may be applicable);
 - (ii) the approval of Shenzhen branch of the State Administration of Foreign Exchange of the PRC and/or any other regulatory authorities as may be required by the laws, rules and regulations of the PRC being obtained by the Company if appropriate; and
 - (iii) the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedure set out in Article 32 of the Articles of Association of the Company;

- (d) for the purpose of this special resolution, “Relevant Period” means the period from the passing of this special resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of a period of twelve months following the passing of this special resolution; or
 - (iii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the members of the Company in any general meeting; and
- (e) subject to approval of all relevant governmental authorities in the PRC for the repurchase of such H Shares being granted, the Board be hereby authorized to:
 - (i) make such amendments to the Articles of Association of the Company as it thinks fit so as to reduce the registered capital of the Company and to reflect the new capital structure of the Company upon the repurchase of H Shares as contemplated in paragraph (a) above; and
 - (ii) file the amended Articles of Association of the Company with the relevant governmental authorities of the PRC.

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

Shenzhen, PRC, 18 April 2012

NOTICE OF CLASS MEETING OF HOLDERS OF H SHARES

NOTICE IS HEREBY GIVEN THAT a class meeting of the holders of H shares of Great Wall Technology Company Limited (the “Company”) (the “H Shareholders’ Class Meeting”) will be held at 16th Floor, Great Wall Technology Building, No. 2 Keyuan Road, Technology and Industry Park, Nanshan District, Shenzhen, PRC on 20 June 2012 at 11:00 a.m. (or immediately after the conclusion or adjournment of the annual general meeting of the Company which will be held at the same place and on the same date) for the purpose of considering and, if thought fit, passing the following resolution of the Company:

SPECIAL RESOLUTION

1. To authorize the board of directors of the Company (the “Board”) to repurchase H shares of the Company (“H Shares”) subject to the following conditions:
 - (a) subject to paragraphs (b) and (c) below, the Relevant Period (as defined in paragraph (d) below) during which the Board may exercise all the powers of the Company to repurchase H Shares in issue on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the People’s Republic of China (the “PRC”), the Stock Exchange or of any other governmental or regulatory body be and is hereby approved;
 - (b) the aggregate nominal value of H Shares authorized to be repurchased pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 percent of the aggregate nominal value of H Shares in issue as at the date of the passing of this resolution;
 - (c) the approval in paragraph (a) above shall be conditional upon:
 - (i) the passing of a special resolution in the same terms as the resolution set out in this paragraph (except for this sub-paragraph (c)(i)) at the annual general meeting or the Company to be held on 20 June 2012 (or on such adjourned date as may be applicable); and the class meeting for holders of domestic shares of the Company to be held on 20 June 2012 (or on such adjourned date as may be applicable);
 - (ii) the approval of Shenzhen branch of the State Administration of Foreign Exchange of the PRC and/or any other regulatory authorities as may be required by the laws, rules and regulations of the PRC being obtained by the Company if appropriate; and

- (iii) the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedure set out in Article 32 of the Articles of Association of the Company;
- (d) for the purpose of this special resolution, “Relevant Period” means the period from the passing of this special resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of a period of twelve months following the passing of this special resolution; or
 - (iii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the members of the Company in any general meeting; and
- (e) subject to approval of all relevant governmental authorities in the PRC for the repurchase of such H Shares being granted, the Board be hereby authorized to:
 - (i) make such amendments to the Articles of Association of the Company as it thinks fit so as to reduce the registered capital of the Company and to reflect the new capital structure of the Company upon the repurchase of H Shares as contemplated in paragraph (a) above; and
 - (ii) file the amended Articles of Association of the Company with the relevant governmental authorities of the PRC.

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

Shenzhen, PRC, 18 April 2012

NOTICE OF CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

NOTICE IS HEREBY GIVEN THAT a class meeting of the holders of domestic shares of Great Wall Technology Company Limited (the “Company”) (the “Domestic Shareholders’ Class Meeting”) will be held at 16th Floor, Great Wall Technology Building, No. 2 Keyuan Road, Technology and Industry Park, Nanshan District, Shenzhen, PRC on 20 June 2012 at 11:30 a.m. (or immediately after the conclusion or adjournment of the annual general meeting of the Company and the class meeting of the holders of the H shares of the Company, both of which will be held at the same place and on the same date) for the purpose of considering and, if thought fit, passing the following resolution of the Company:

SPECIAL RESOLUTION

1. To authorize the board of directors of the Company (the “Board”) to repurchase H shares of the Company (“H Shares”) subject to the following conditions:
 - (a) subject to paragraphs (b) and (c) below, the Relevant Period (as defined in paragraph (d) below) during which the Board may exercise all the powers of the Company to the repurchase H Shares in issue on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), subject to and in accordance with all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the People’s Republic of China (the “PRC”), the Stock Exchange or of any other governmental or regulatory body be and is hereby approved;
 - (b) the aggregate nominal value of H Shares authorized to be repurchased pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 percent of the aggregate nominal value of H Shares in issue as at the date of the passing of this resolution;
 - (c) the approval in paragraph (a) above shall be conditional upon:
 - (i) the passing of a special resolution in the same terms as the resolution set out in this paragraph (except for this sub-paragraph (c)(i)) at the annual general meeting of the Company to be held on 20 June 2012 (or on such adjourned date as may be applicable); and the class meeting for holders of H Shares to be held on 20 June 2012 (or on such adjourned date as may be applicable);
 - (ii) the approval of Shenzhen branch of the State Administration of Foreign Exchange of the PRC and/or any other regulatory authorities as may be required by the laws, rules and regulations of the PRC being obtained by the Company if appropriate; and

- (iii) the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, in its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedure set out in Article 32 of the Articles of Association of the Company;
- (d) for the purpose of this special resolution, “Relevant Period” means the period from the passing of this special resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of a period of twelve months following the passing of this special resolution; or
 - (iii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the members of the Company in any general meeting; and
- (e) subject to approval of all relevant governmental authorities in the PRC for the repurchase of such H Shares being granted, the Board be hereby authorized to:
 - (i) make such amendments to the Articles of Association of the Company as it thinks fit so as to reduce the registered capital of the Company and to reflect the new capital structure of the Company upon the repurchase of H Shares as contemplated in paragraph (a) above; and
 - (ii) file the amended Articles of Association of the Company with the relevant governmental authorities of the PRC.

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

Shenzhen, PRC, 18 April 2012

NOTES TO GENERAL MEETINGS:

1. Close of Register of Members of the Company

The register of members of H Shares will be closed during the following periods:

- (i) from 21 May 2012 to 20 June 2012 (both dates inclusive) for the purpose of ascertaining shareholders' entitlement to attend and vote at the AGM and H Shareholders' Class Meeting. In order to be eligible to attend and vote at the AGM and H Shareholders' Class Meeting, holders of H Shares shall lodge all transfers accompanied by the relevant share certificates with the H Shares registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 18 May 2012; and
- (ii) from 28 June 2012 to 3 July 2012 (both dates inclusive) for the purpose of ascertaining shareholders' entitlement to the proposed final dividend. In order to establish entitlements to the proposed final dividend, holders of H Shares shall lodge all transfers accompanied by the relevant share certificates with the H Shares registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on 27 June 2012.

During the periods mentioned in sub-paragraphs (i) and (ii) above, no transfer of H Shares will be effected.

2. Eligibility for the AGM, H Shareholders' Class Meeting and Domestic Shareholders' Meeting (collectively "General Meetings")

Holders of the Company's shares whose names appear on the register of members of the Company at the close of business on 20 May 2012 shall have the right to attend and vote at the AGM or any adjournment thereof. Holders of H Shares whose names appear on the register of the members of the Company on the same date shall have the right to attend and vote at the H Shareholders' Class Meeting and holders of the domestic shares of the Company whose name appear on the register of members of the Company on the same date shall have the right to attend and vote at the Domestic Shareholders' Class Meeting.

3. Proxy

- (a) A shareholder of the Company eligible to attend and vote at the General Meetings may appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company.
- (b) To be valid, the form of proxy, together with the power of attorney or other authorization document(s) (if any) under which it is signed or a notarially certified copy of such power of attorney or other authorization document(s) must be delivered to the legal address of the Company (in case of Domestic Shareholders) or to the registrar of H shares of the Company (in case of H Shareholders), Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 24 hours before the time designed for the holding of the General Meetings or not less than 24 hours before the time appointed for taking the poll.

- (c) The completion and deposit of a form of proxy will not preclude any shareholder from attending and voting at the General Meetings or any adjournment thereof.

4. Registration procedures for the General Meetings

- (a) A shareholder or his proxy should produce proof of identity when attending the General Meetings;
 - (b) Shareholders of the Company who intend to attend the General Meetings should return the reply slip to the Company on or before 31 May 2012;
 - (c) Shareholders of the Company may send the above reply slip to the Company's legal address in person, by post or by facsimile.
5. Voting at the General Meetings 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 duration of the General Meetings is expected to last for half a day. Attendants who attend the General Meetings shall arrange for travel, food and accommodation at their cost.

As at the date of this notice, the Board comprises six executive directors, namely Liu Liehong (Chairman), Lu Ming, Tam Man Chi, Yang Jun, Su Duan and Du Heping; and three independent non-executive directors, namely Yao Xiacong, James Kong Tin Wong and Zeng Zhijie.