GWT

長城科技股份有限公司

Great Wall Technology Company Limited

(A joint stock limited company incorporated in the People's republic of China with limited liability)

(Stock Code: 0074)

PROXY FORM

For the extraordinary general meeting to be held on 31 July 2012 (the "EGM")
(or at any adjournment thereof)

No. of shares to which this form of proxy relates *(Note 1)*	H shares/domestics shares*

I/We *(Note 2)* _____

of _____

being the registered holder(s) of _____ H share(s)/domestic share(s)**(Note 1)*

of 長城科技股份有限公司Great Wall Technology Company Limited (the "**Company**") HEREBY APPOINT *(Note 4)* _____

_____

of _____

or failing him the Chairman of the meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the 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, the People's Republic of China on 31 July 2012 at 9:30 a.m. (or at any adjournment thereof) in respect of the resolution set out in the notice convening the said meeting (the "**Notice**") as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	**For** *(Note 5)*	**Against** *(Note 5)*
To consider and approve the Joint Venture Agreement, the establishment of the Joint Venture and the terms and conditions thereof and authorize the directors of the Company to take any step as they consider necessary, desirable or expedient in connection therewith.		

Date: _____ 2012 Signature(s): _____ *(Note 6)*

Holder(s) of H shares/domestic shares*

Notes:

1. Please insert the number of share(s) registered in your name(s) relating to this form of proxy. If no number is inserted, this form of proxy will be deemed to relate to all of the shares in the capital of the Company registered in your name(s).
2. Please insert full name(s) and address(es) (as shown in the register of members) in BLOCK CAPITALS. The names of all joint holders should be stated.
3. In case of joint holders, only the person whose name appears first in the register of members shall be entitled to vote at the meeting.
4. Please insert the name and address of your proxy. If this is left blank, the Chairman of the meeting will act as your proxy. You may appoint one or more proxies to attend and vote in your stead at the meeting provided that such proxies must attend the meeting in person to represent you. A proxy needs not be a shareholder of the Company. If more than one proxy is appointed, the number of shares represented by each proxy must be stated.
5. IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST". In the absence of any such indication, the proxy will cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the Notice.
6. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of any officer or attorney or other person duly authorized. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.
7. The description of the resolution is by way of summary only. Please refer to the Notice for the full descriptions.
8. In order to be valid, this 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, for holders of H shares, to the H share registrar of the Company, Hong Kong Registrars Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or for holders of domestic shares, to the legal address of the Company at No. 2 Keyuan Road, Technology and Industry Park, Nanshan District, Shenzhen, the People's Republic of China, not less than 24 hours before the time appointed for holding the said meeting or any adjournment thereof.
9. Completion and delivery of this form of proxy will not preclude you from attending and voting at the meeting if you so wish. In such event, this form of proxy shall be deemed to be revoked.
10. Shareholders or their proxies attending the meeting shall produce their identification documents for verification when attending the meeting.

* *Please delete as appropriate.*