

# FORM F

## The Growth Enterprise Market (GEM)

### Company Information Sheet

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**Company name: GP NanoTechnology Group Limited**

**Stock code (ordinary shares): 8152**

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 15th April, 2002.

#### A. General

Place of incorporation : Bermuda

Date of initial listing on GEM : 17th July, 2001

Name of Sponsor : Shenyin Wanguo Capital (H.K.) Limited

Names of directors:

*(please distinguish the status of the directors -  
Executive, Non-Executive or Independent  
Non-Executive)*

: ***Executive Directors:***  
Mr. Fung Chiu  
Mr. Ong Hong Hoon  
Mr. Lian En Sheng  
Mr. Kwong Chun Kau  
Mr. Chow Chun Kwong

***Independent Non-Executive Directors:***  
Mr. Fong Shi Sheung, Anthony  
Mr. Tsun Kok Chung, Richard

Name(s) of substantial shareholder(s)  
(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company (Assuming the Over-allotment Option is not exercised):

<b><u>Substantial Shareholders</u></b>	<b><u>Interests in the Company</u></b>
Modern World Resources Limited (“MWR”) (Note 1)	36.17%
Solidbase Holdings Limited (“Solidbase”) (Note 2)	19.35%
Suez Asia Holdings Pte. Limited (“Suez Asia”) (Note 3)	28.35%

Notes:

(1) Ms. Wong Yau Ming is the beneficial owner of 68.75% of the issued share capital of Modern World Resources Limited and as a result, Ms. Wong is a substantial shareholder as defined in the GEM Listing Rules.

*Mr. Fung Chiu, an executive Director, is the beneficial owner of 18.75% of the issued share capital of Modern World Resources Limited and as a result, Mr. Fung is a substantial shareholder as defined in the GEM Listing Rules.*

*Mr. Kwong Chun Kau, an executive Director, is the beneficial owner of 12.5% of the issued share capital of Modern World Resources Limited and as a result, Mr. Kwong is a substantial shareholder as defined in the GEM Listing Rules.*

(2) Solidbase Holdings Limited is beneficially owned by Full Joy Management Limited. As a result, Full Joy Management Limited is a substantial shareholder as defined in the GEM Listing Rules. Full Joy Management Limited is owned as to 99.99% by MWR and 0.01% by Suez Asia. The sole director of Full Joy Management Limited is nominated by Suez Asia.

(3) These represent the conversion shares to be held by Suez Asia, representing 9.0% interests in the Company and, as a result of Suez Asia’s right to nominate the sole director of Full Joy, Suez Asia’s deemed interest of 19.35% in the interest in the Company held by Solidbase.

Name(s) of company(ies) listed on GEM  
or the Main Board of the Stock Exchange  
within the same group as the Company : Not applicable

Financial year end date : 31st December

Registered address : Clarendon House, 2 Church Street,  
Hamilton HM11, Bermuda

Head office and principal  
place of business : 2408, Lippo Centre, Tower 2  
89 Queensway, Hong Kong

Web-site address (if applicable) : [www.gpnano.com](http://www.gpnano.com)

Principal share registrar and transfer office : Butterfield Corporate Services Limited  
Rosebank Centre  
11 Bermudiana Road  
Pembroke  
Bermuda

Hong Kong branch share registrar and transfer office : Standard Registrars Limited  
5th Floor, Wing On Centre  
111 Connaught Road Central  
Hong Kong

Joint auditors : Deloitte Touche Tohmatsu  
26th Floor, Wing On Centre  
111 Connaught Road Central  
Hong Kong; and

K. L. Lee & Partner C.P.A. Limited  
Room 1303  
Shanghai Industrial Investment Building  
60 Hennessy Road  
Wanchai, Hong Kong

## **B. Business activities**

The Group is principally engaged in the manufacture and sale of nanomaterials for use as fillers in different industrial applications such as the manufacturing of plastic and rubber products. The core technology employed by the Group in the manufacture of precipitated calcium carbonate nanomaterials is to reduce the size of the particles of the raw materials to the size of nanoscale, this is commonly referred to as nanotechnology. The Group's products can be divided into two general categories, namely precipitated calcium carbonate nanomaterials and ceramic fine powder.

## **C. Ordinary shares**

Number of ordinary shares in issue : 500,000,000

Par value of ordinary shares in issue : HK\$0.10

Board lot size (in number of shares) : 5,000

Name of other stock exchange(s) on which ordinary shares are also listed : Not applicable

## **D. Warrants**

Stock code : Not applicable

Board lot size : Not applicable

Expiry date : Not applicable

Exercise price : Not applicable

Conversion ratio : Not applicable  
*(Not applicable if the warrant is  
denominated in dollar value of  
conversion right)*

No. of warrants  
outstanding : Not applicable

No. of shares falling  
to be issued upon the  
exercise of outstanding warrants : Not applicable

**E. Other securities**

There are no other securities of the Company in issue.

**Responsibility statement**

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

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Mr. Fung Chiu

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Mr. Ong Hong Hoon

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Mr. Lian En Sheng

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Mr. Kwong Chun Kau

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Mr. Chow Chun Kwong

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Mr. Fong Shi Sheung,  
Anthony

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Mr. Tsun Kok Chung,  
Richard