

*The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **GP NanoTechnology Group Limited**

**廣平納米科技集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

### **ANNOUNCEMENT**

With reference to the announcement of the Company dated 20<sup>th</sup> August, 2003 in respect of the Offer, the Board announces that the Company has appointed Dao Heng Securities Limited as the independent financial adviser in relation to the Offer.

With reference to the announcement of the Company dated 20<sup>th</sup> August, 2003 in respect of the Offer, the Board announces that the Company has on 19<sup>th</sup> September, 2003 appointed with effect therefrom Dao Heng Securities Limited, a corporation licensed under the SFO for the provision of securities dealing and corporate finance advisory services, as the independent financial adviser to advise the Board as to whether or not the Offer is fair and reasonable insofar as the Shareholders are concerned, including but not limited to, recommendations as to the manner in which the Shareholders should regard the Offer and what action, if any, should be taken by them in relation thereto.

In addition, the Company has on 5<sup>th</sup> September, 2003 appointed with effect therefrom Messrs. P. C. Woo & Co., a solicitors firm in Hong Kong, to assist the Board with regard to the procedural aspects of the Offer.

This announcement has been made in accordance with Rule 2.1 of the Takeover Code.

## DEFINITIONS

In this announcement, the following expressions shall have the respective meanings set out below unless the context otherwise requires: -

“Board”	the board of Directors;
“Company”	GP Nanotechnology Group Limited, a limited liability company incorporated under the laws of Bermuda the shares of which are listed on the Stock Exchange;
“Directors”	the directors of the Company;
“Offer”	the unsolicited voluntary conditional cash offer made on 19 <sup>th</sup> August, 2003 by Right Field Holdings Limited to acquire the entire issued share capital of the Company;
“Shareholders”	holders of shares in the issued share capital of the Company;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeover Code”	the Hong Kong Code on Takeovers and Mergers and Shares Repurchases.

By Order of the Board

**Ong Hong Hoon**

*Executive Director*

Hong Kong, 22<sup>nd</sup> September, 2003

*This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:— (1) the information contained in this announcement is accurate and complete in all material respects and not*

*misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the GEM website on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at [www.gpnano.com](http://www.gpnano.com).*

*\* For identification purpose only.*