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GP NanoTechnology Group Limited

廣平納米科技集團有限公司*

(Incorporated in Bermuda with limited liability)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “**Meeting**”) of GP NanoTechnology Group Limited (the “**Company**”) will be held at Unit 8A, Wah Kit Commercial Centre, 302 Des Voeux Road, Hong Kong on 7 January 2004 Wednesday at 4:00pm for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution of the Company:-

“THAT:

1. (a) (i) the maximum number of directors of the Company be and is hereby set at a number equal to two times the maximum number of directors previously set by the Company, plus one; or

(ii) if it has previously been decided in the bye-laws of the Company or otherwise that there shall be no maximum number of directors of the Company or if no such maximum number of directors of the Company has been previously set, the maximum number of directors of the Company be and is hereby set at a number equal to two times the number of directors of the Company in office immediately before the consideration of this resolution, plus one; and

- (b) such other persons as may be proposed by Solidbase Holdings Limited and Suez Asia Holdings (Hong Kong) Limited (the “**Requisitionists**”) and the names of whom are provided by the Requisitionists to the Company in

compliance with the bye-laws of the Company be and are hereby appointed as directors of the Company with immediate effect.”

By Order of the Board

Fung Chiu

Chairman

Hong Kong, 25 November 2003

Notes:

- (1) A member of the Company entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more proxies to attend and on a poll vote on his behalf. A proxy need not be a member of the Company.
- (2) In order to be valid, the form of proxy together with a power of attorney or other authority (if any), under which it so signed, or a notarially certified copy of such power or authority must be deposited with the branch share registrar of the Company in Hong Kong, Standard Registrars Limited, G/F, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. The completion and returning of the form of proxy will not preclude the members of the Company from attending and voting in person should they so wish.

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 page of “Latest Company Announcements” on the GEM website for at least 7 days from the date of its posting and on the Company’s website at www.gpnano.com.

** For identification only*