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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 THE SPECIAL GENERAL MEETING**

Rules 17.44 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”) requires the Company to ensure that notice of every general meeting is announced on the same day as it is otherwise given to those entitled to receive the same.

Reference is made to the notice of Special General Meeting (“**SGM**”) by way of a letter dated 11 December 2003 initiated by the shareholders, Solidbase Holdings Limited and Suez Asia Holdings (Hong Kong) Limited (the “**Requisitionists**”), of GP NanoTechnology Group Limited (the “**Company**”) in relation to convening the SGM of the Company at Plaza IV, Novotel Century Hong Kong, Lower Lobby, 238 Jaffe Road, Wanchai, Hong Kong on 29 December 2003 Monday at 9:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as Ordinary Resolutions of the Company. The full contents of such SGM notice is set out below:

**GP NANOTECHNOLOGY GROUP LIMITED (the “Company”)**

*(incorporated in Bermuda with limited liability)*

### **NOTICE OF SPECIAL GENERAL MEETING CONVENED BY REQUISITIONISTS**

**PURSUANT TO SECTION 74 OF THE COMPANIES ACT 1981 OF  
BERMUDA AND BYE-LAW 58 OF THE NEW BYE-LAWS OF  
THE COMPANY**

**NOTICE IS HEREBY GIVEN** that a SPECIAL GENERAL MEETING of the Company will be held at Plaza IV, Novotel Century Hong Kong, Lower Lobby, 238 Jaffe Road, Wanchai, Hong Kong on 29 December 2003 at 9:30 a.m. for the purpose of considering and (if thought fit) passing the following resolutions as Ordinary Resolutions of the Company:

**ORDINARY RESOLUTIONS**

**“THAT:**

1. (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
  
2. 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.”

This special general meeting is being convened by us pursuant to the powers conferred by Section 74 of the Companies Act 1981 of Bermuda and Bye-law 58 of the New Bye-laws of the Company.

Name #	Shareholdings	Signatures*
Solidbase Holdings Limited	96,000,000 shares	(signed) Solidbase Holdings Limited

Suez Asia Holdings (Hong Kong) Limited	750,000 shares	(signed) Suez Asia Holdings (Hong Kong) Limited
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DATED this 12th day of December 2003.

# Names of the Requisitionists

\* A copy of this Notice bearing the Requisitionists' original signatures can be inspected at the offices of Appley Spurling & Kempe, Bermuda attorneys to the Requisitionists located at 5511, The Center, 99 Queen's Road Central, Central, Hong Kong until 4:00 p.m. on 24 December 2003 between the hours of 10:00 a.m. and 4:00 p.m.

Notes:

- (1) A member entitled to attend and vote at the meeting is entitled to appoint another person or persons as his proxy to attend and, whether on a show of hands and/or on a poll, vote on his behalf. A member may appoint a proxy in respect of part only of his holding of shares in the Company. A proxy need not be a member of the Company.
- (2) In order to be valid, the proxy form 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, must be deposited at Tengls Limited, Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment meeting.
- (3) Completion and delivery of the form of proxy will not preclude members from attending and voting at the Special General Meeting. In such event, the instrument appointing a proxy will be deemed to be revoked.

By way of a separate announcement to be published by the Company in due course the Company will address (a) the position of the Company's stance towards the proposed SGM (including the Company's reasons for disagreement and comments on the SGM Notice, if any); (b) the reason for such request by the Requisitionists and; (c) the status of the SGM to be convened under the SGM notice of 25 November 2003.

By Order of the Board

**Fung Chiu**

*Chairman*

Hong Kong, 11 December 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 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](http://www.gpnano.com).*

*\* For identification only*