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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)*

### **ANNOUNCEMENT IN RELATION TO THE NOTICE OF THE SPECIAL GENERAL MEETING**

Reference is made to the announcements of GP NanoTechnology Group Limited (the “**Company**”) dated 25 November 2003 and 11 December 2003. Pursuant to the announcement of the Company of 11 December 2003, the Requisitionists has given notice to convene a Special General Meeting (the “**SGM**”) despite the fact that the Company had already published notice of the SGM on 25 November 2003 to be convened on 7 January 2004.

The Requisitionists after having sought advice from their Bermuda attorney take the view that the notice of SGM by the Company given on 25 November 2003 purportedly convening the SGM on 7 January 2004 was not in compliance with the Bye-laws of the Company, hence defective. The Requisitionists take the further view that they have a firm legal basis to proceed with their own SGM scheduled to be convened on 29 December 2003.

The Company takes the view that the Requisitionists have misinterpreted the Bye-laws of the Company, and misconceived their legal rights in relation to the convening of a SGM. The Company remains of the view that the notice of SGM by the Company given on 25 November 2003 was in compliance with the Bye-laws of the Company, and therefore effective. Any resolutions purported to be passed at a SGM other than the SGM to be convened on 7 January 2004 by the Company may be regarded as defective by the Company.

**Shareholders of the Company are advised to take notice of the uncertainty of the different views of the Board of the Company and the Requisitionists regarding the validity of notices of the SGM dated 25 November 2003 and 11 December 2003 respectively.**

By Order of the Board

**Fung Chiu**

*Chairman*

Hong Kong, 15 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*