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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)

CLARIFICATION ANNOUNCEMENT

This announcement is with reference to the announcements (the “**Announcements**”) of GP NanoTechnology Group Limited (the “**Company**”) dated 25 November 2003, 11 December 2003, 15 December 2003 and to clarify certain newspaper articles (the “**Newspaper Articles**”) appeared in certain newspapers of today in relation to the Special General Meeting initiated by the Requisitionists (the “**SGM**”) held on 29 December 2003.

As stated in the announcement of 15 December 2003, contrary to the Newspaper Articles, the Company takes the view that any resolutions purported to be passed at a SGM other than the SGM to be held on 7 January 2004 by the Company may be regarded as defective by the Company. Meanwhile, the Company is considering seeking further legal advice in respect of the validity of the SGM held on 29 December 2003 and the SGM convened to be held on 7 January 2004 by the Company. An announcement will be made before 7 January 2004 by the Company to clarify the Board’s view in relation to the aforementioned SGM.

Shareholders of the Company are advised to take notice of the uncertainty regarding the different views of the Board of the Company and the Requisitionists regarding the validity of the SGM held on 29 December 2003 and the SGM purported to be convened on 7 January 2004 respectively.

By Order of the Board
Fung Chiu
Chairman

Hong Kong, 30 December 2003

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 purpose only*