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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Global Digital Creations Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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GLOBAL DIGITAL CREATIONS HOLDINGS LIMITED

環球數碼創意控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 8271)

SUPPLEMENTAL CIRCULAR TO THE CIRCULAR TO THE SHAREHOLDERS DATED 30 MARCH 2010 FURTHER INFORMATION IN RESPECT OF RE-ELECTION OF RETIRING DIRECTORS AND SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

This supplemental circular should be read in conjunction with the circular to the Shareholders dated 30 March 2010.

A supplemental notice of the Annual General Meeting is set out on page 9 of this supplemental circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying Revised Proxy Form in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof (as the case may be). Completion and return of the Revised Proxy Form will not preclude the Shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof if they so wish.

This supplemental circular, for which the Directors 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, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this supplemental circular 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 supplemental circular misleading; and (3) all opinions expressed in this supplemental circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This supplemental circular will remain on the GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page for at least 7 days from the date of posting.

14 May 2010

* For identification purpose only

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this supplemental circular (other than in the supplemental notice of the Annual General Meeting), unless the context otherwise requires, the following expressions have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 8 June 2010 at 10:30 a.m. or any adjournment thereof
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Circular”	Circular of the Company dated 30 March 2010
“Company”	Global Digital Creations Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	11 May 2010, being the latest practicable date prior to the printing of this supplemental circular for the purpose of ascertaining certain information contained herein
“PRC”	the People’s Republic of China, for the purpose of this supplemental circular, does not include Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proxy Form”	the form of proxy sent to the Shareholders together with the Circular and the 2009 Annual Report
“Revised Proxy Form”	the revised form of proxy which supersedes the Proxy Form, a copy of which will be sent to the Shareholders together with this supplemental Circular

DEFINITIONS

“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“2009 Annual Report”	Annual report of the Company for the year ended 31 December 2009

LETTER FROM THE BOARD



GLOBAL DIGITAL CREATIONS HOLDINGS LIMITED

環球數碼創意控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 8271)

Executive Directors:

Mr. Li Shaofeng (*Chairman*)

Mr. Chen Zheng (*Managing Director*)

Mr. Jin Guo Ping (*Deputy Managing Director*)

Non-executive Director:

Mr. Leung Shun Sang, Tony

Independent non-executive Directors:

Mr. Kwong Che Keung, Gordon

Mr. Hui Hung, Stephen

Prof. Japhet Sebastian Law

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head Office and Principal Place of
Business in Hong Kong:*

Unit 1-7, 20/F., Kodak House II

39 Healthy Street East

North Point

Hong Kong

14 May 2010

To the Shareholders,

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR
TO
THE CIRCULAR TO THE SHAREHOLDERS DATED 30 MARCH 2010
FURTHER INFORMATION IN RESPECT OF
RE-ELECTION OF RETIRING DIRECTORS
AND
SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING**

1. INTRODUCTION

This supplemental circular should be read in conjunction with the Circular, which contains, among other things, information in respect of re-election of retiring Directors at the Annual General Meeting. In particular, your attention is drawn to the section under the heading “Re-election of retiring Directors” on page 5 of the Circular and Appendix II to the Circular. The purpose of this supplemental circular is to give you further information in respect of re-election of retiring Directors at the Annual General Meeting.

* *For identification purpose only*

LETTER FROM THE BOARD

Unless the context requires otherwise, capitalised terms used in this supplemental circular shall have the same meanings ascribed thereto in the Circular.

2. RE-ELECTION OF RETIRING DIRECTORS

Subsequent to the despatch of the Circular, Mr. Cao Zhong (“**Mr. Cao**”) has tendered his resignation as the executive Director, as well as chairman of the Board, chairman and member of each of the executive committee and the nomination committee and vice chairman and member of the remuneration committee with effect from 10 May 2010. At the same time, the Board has appointed Mr. Li Shaofeng (“**Mr. Li**”) as the executive Director, as well as chairman of the Board, chairman and member of each of the executive committee and the nomination committee and vice chairman and member of the remuneration committee with effect from 10 May 2010. The details of which are contained in an announcement of the Company dated 7 May 2010.

Following the resignation of Mr. Cao and the appointment of Mr. Li, the Board remains to have seven Directors, namely, Mr. Li, Mr. Chen Zheng, Mr. Jin Guo Ping, Mr. Leung Shun Sang, Tony, Mr. Kwong Che Keung, Gordon, Mr. Hui Hung, Stephen and Prof. Japhet Sebastian Law.

Pursuant to Bye-law 86(2), the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election at that meeting.

Pursuant to Bye-law 87 stipulates that at each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest but not less than one-third, shall retire from office by rotation so that each Director shall be subject to retirement by rotation at least once every three years at the annual general meeting, provided that any Director appointed pursuant to Bye-law 86(2) shall not be taken into account in determining which Director or the number of Directors is to retire by rotation at such meeting. The retiring Directors shall be eligible for re-election.

Since the appointment of Mr. Li was made by the Board to fill the causal vacancy left after the resignation of Mr. Cao, pursuant to Bye-law 86(2), he shall hold office only until the Annual General Meeting and, being eligible, may offer himself for re-election. In addition, pursuant to Bye-law 87, following the resignation of Mr. Cao and the appointment of Mr. Li as executive Director with effect from 10 May 2010, Prof. Japhet Sebastian Law (“**Prof. Law**”) who is one of the Directors serving longest in office since his last election, shall retire by rotation and, being eligible, offer himself for re-election at the Annual General Meeting. Particulars of Mr. Li and Prof. Law are set out in the Appendix to this supplemental circular.

Accordingly, a total of four Directors will retire at the Annual General Meeting and being eligible, will offer themselves for re-election. Particulars of Mr. Leung Shun Sang, Tony and Mr. Hui Hung, Stephen have been set out in Appendix II to the Circular. Particulars of Mr. Li and Prof. Law are set out in the Appendix to this supplemental circular. You are advised to read this supplemental circular in conjunction with the Circular for full information of re-election of retiring Directors.

LETTER FROM THE BOARD

3. SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING AND REVISED PROXY FORM

Since the notice of the Annual General Meeting to be held at JW Marriott Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 8 June 2010 at 10:30 a.m. as set out on pages 18 to 34 of the Circular, Proxy Form, the Circular and the 2009 Annual Report all contemplated the re-election of Mr. Cao as a Director and contained corresponding references, but did not contain any references to the proposed re-election of Mr. Li and Prof. Law as Directors, a supplemental notice of the Annual General Meeting, which supplements the original notice of the Annual General Meeting dated 30 March 2010, is set out on page 9 of this supplemental circular, and the Revised Proxy Form, which supersedes the Proxy Form, has been prepared and is enclosed with this supplemental circular.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying Revised Proxy Form in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar and transfer office of the Company (with address shown on the cover page of this supplemental circular) as soon as practicable and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof (as the case may be) (the “**Closing Time**”). Completion and return of the Revised Proxy Form will not preclude the Shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof if they so wish.

A Shareholder who has not yet lodged the Proxy Form with the Hong Kong branch share registrar and transfer office of the Company is requested to lodge the Revised Proxy Form if he/she wishes to appoint proxy to attend the Annual General Meeting on his/her behalf. In this case, the Proxy Form should not be lodged with the Hong Kong branch share registrar and transfer office of the Company.

A Shareholder who has already lodged the Proxy Form with the Hong Kong branch share registrar and transfer office of the Company, should note that:

- (i) The Revised Proxy Form lodged with the Hong Kong branch share registrar and transfer office of the Company before the Closing Time will revoke and supersede the Proxy Form previously lodged by him/her. The Revised Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if correctly completed.
- (ii) The Revised Proxy Form lodged with the Hong Kong branch share registrar and transfer office of the Company after the Closing Time will be invalid, and will revoke the Proxy Form previously lodged by him/her and any vote that may be cast by the purported proxy (whether appointed under the Proxy Form or the Revised Proxy Form) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, the Shareholder is advised not to lodge the Revised Proxy Form after the Closing Time. If such Shareholder wish to vote at the Annual General Meeting, they will have to attend in person and vote at the Annual General Meeting by himself/herself.

LETTER FROM THE BOARD

- (iii) If no Revised Proxy Form is lodged with the Hong Kong branch share registrar and transfer office of the Company, the Proxy Form will remain valid and effective to the fullest extent applicable if correctly completed. The proxy appointed under the Proxy Form will also be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the Annual General Meeting including the resolution for re-election of retiring Directors whose name were not set out in the Proxy Form.

4. RECOMMENDATION

The Directors consider that the proposed ordinary resolutions for approval of re-election of Mr. Li and Prof. Law as Directors are in the best interests of the Company and the Shareholders taken as a whole, and accordingly, recommend all Shareholders to vote in favour of this resolution in respect thereof to be proposed at the Annual General Meeting. The Directors also maintain recommendation on other resolutions proposed on the Annual General Meeting as set out in the Circular.

Yours faithfully,
For and on behalf of the Board
Global Digital Creations Holdings Limited
Li Shaofeng
Chairman

EXECUTIVE DIRECTOR

Mr. Li Shaofeng (李少峰先生), aged 43, Mr. Li was appointed an executive Director and Chairman of the Company with effect from 10 May 2010. He is also the chairman and member of each of executive committee and nomination committee of the Company and the vice chairman and member of remuneration committee of the Company. Mr. Li holds a Bachelor Degree in Automation from University of Science and Technology Beijing. Mr. Li joined Shougang Corporation, the ultimate holding company of Shougang Holding (Hong Kong) Limited (“**Shougang Holding**”) in 1989, and acts as vice chairman and general manager of Shougang Holding. Mr. Li is currently as chairman of Shougang Concord Grand (Group) Limited, a substantial shareholder of the Company, managing director of Shougang Concord International Enterprises Company Limited, chairman and managing director of Shougang Concord Century Holdings Limited and chairman of Shougang Concord Technology Holdings Limited. Mr. Li is also a non-executive director of Sinocop Resources (Holdings) Limited, a listed company in Hong Kong. Mr. Li has extensive experience in management and investment of listed companies, sino-foreign joint ventures and steel industry.

Save as disclosed above, Mr. Li has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any Director or senior management of the Company or with any substantial or controlling shareholder of the Company. As at the latest Practicable Date, Mr. Li does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

A service contract has been entered into between Mr. Li and a wholly-owned subsidiary of the Company for a term commencing from 10 May 2010 to 31 December 2012 for his services to the Group, which may be terminated by either party by giving to other party not less than three month’s written notice without payment of compensation (other than statutory compensation). Under the service contract, Mr. Li is entitled to a discretionary bonus as may be determined by the Board from time to time, which will be determined with reference to the prevailing market conditions, the performance of the Group as well as Mr. Li’s individual performance.

Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Li that need to be brought to the attention of the Shareholders and there is no information relating to Mr. Li that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules or any other matters.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Prof. Japhet Sebastian Law (羅文鈺教授), aged 58, Prof. Law was appointed an Independent non-executive Director of the Company in September 2008. He is also a member of each of the audit committee, the nomination committee and the remuneration committee of the Company. Prof. Law graduated from the University of Texas at Austin with doctor of philosophy in mechanical/industrial engineering in 1976. He joined The Chinese University of Hong Kong in 1986 and is currently a professor in the Department of Decision Sciences and Managerial Economics. He was the associate dean and subsequently the dean of the Faculty of Business Administration of The Chinese University of Hong Kong from 1993 until 2002. Prior to returning to Hong Kong, Prof. Law was the director of Operations Research at the Cullen College of Engineering and director of Graduate Studies in Industrial Engineering at the University of Houston and was also involved with the U.S. Space Program in his career with McDonnell Douglas and Ford Aerospace in the United States. He acts as consultants for various corporations in Hong Kong and overseas. Prof. Law is active in public services and serves as member of the Provisional Regional Council of the Hong Kong SAR Government and various other committees. He is active on the boards of profit, non-profit, and charitable organisations in Hong Kong and overseas. From July 2003 to February 2006, Prof. Law had also acted as an Independent non-executive Director of the Company. He currently serves as independent non-executive directors of Tianjin Port Development Holdings Limited, Beijing Capital International Airport Co., Ltd and Binhai Investment Company Limited. He was also served as an independent non-executive director of First China Financial Holdings Limited until 1 October 2008.

Save as disclosed above, Prof. Law has not held any other directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any relationship with any Director or senior management of the Company or with any substantial or controlling shareholder of the Company. As at the latest Practicable Date, Prof. Law does not have any interest in the shares of the Company within the meaning of Part XV of SFO.

Prof. Law has entered into a letter of engagement with the Company from 1 September 2008 to 31 December 2010 unless terminated by at least one month's notice in writing served by either party prior to the expiry of the term. Under the engagement letter, Prof. Law will receive a director's fee as may be determined by the Board from time to time pursuant to the authority given by the Shareholders with reference to his experience and duties as well as the then prevailing market conditions and is subject to retirement by rotation and re-election at the Annual General Meeting of the Company in accordance with the Bye-Laws. For the year ended 31 December 2009, the director's fee received by Prof. Law amounted to HK\$240,000.

Save as disclosed above, the Board is not aware of any other matters in relation to Prof. Law that need to be brought to the attention of the Shareholders and there is no information relating to Prof. Law that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules or any other matters.

SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING



GLOBAL DIGITAL CREATIONS HOLDINGS LIMITED

環球數碼創意控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 8271)

SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

Reference is made to the notice of the annual general meeting of Global Digital Creations Holdings Limited (the “**Company**”) dated 30 March 2010 (the “**Notice**”).

Note (7) to the Notice shall be deleted in its entirety and replaced by the following:

“(7) With respect to Resolution 2 above, Mr. Li Shaofeng, Mr. Leung Shun Sang, Tony, Mr. Hui Hung, Stephen and Prof. Japhet Sebastian Law will retire from office at the above meeting pursuant to the bye-laws and, being eligible, offer themselves for re-election at the annual general meeting.”

Save as set out above, all resolutions the notes contained in the Notice shall remain to have full force and effect.

By Order of the Board
Chiu Ming Kin
Company Secretary

Hong Kong, 14 May 2010

Note:

- (1) As at the date of this announcement, the Board comprises Mr. Li Shaofeng (Chairman and Executive Director), Mr. Chen Zheng (Managing Director and Executive Director), Mr. Jin Guo Ping (Deputy Managing Director and Executive Director), Mr. Leung Shun Sang, Tony (Non-executive Director) and Mr. Kwong Che Keung, Gordon (Independent non-executive Director), Mr. Hui Hung, Stephen (Independent non-executive Director) and Prof. Japhet Sebastian Law (Independent non-executive Director).

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