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環球數碼

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)

PASSING AWAY OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of directors (the “**Board**”) of Global Digital Creations Holdings Limited (the “**Company**”) hereby announces with great sadness that Mr. Chan Chung Chun (“**Mr. Chan**”), independent non-executive director as well as member of audit committee, remuneration committee and nomination committee of the Company, passed away on 8 May 2015. The Board would like to express its sincere appreciation to the late Mr. Chan for his valuable contribution to the Company and to convey its deepest condolences to the family of the late Mr. Chan.

Non-compliance with GEM Listing Rules

Following the passing away of Mr. Chan, there will only be two independent non-executive directors on the Board which falls below the minimum number required under Rule 5.05(1) of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and represents less than one-third of the Board as required by Rule 5.05A of the GEM Listing Rules.

Mr. Chan also served as a member of each of the audit committee, remuneration committee and nomination committee of the Company. Following the passing away of Mr. Chan, the number of members in the audit committee of the Company decreased from three to two, which falls short of the minimum number required under Rule 5.28 of the GEM Listing Rules. In addition, the number of independent non-executive directors of the remuneration committee and nomination committee of the Company have fallen below a majority as required under Rule 5.34 and code provision A.5.1 as set out in Appendix 15 of the GEM Listing Rules.

The Company is identifying a suitable candidate to fill the vacancies with a view to fulfilling the requirements of the GEM Listing Rules as soon as practicable within 3 months from 8 May 2015 pursuant to Rules 5.06, 5.33 and 5.36 of the GEM Listing Rules respectively.

Further announcement will be made by the Company upon fulfillment of such requirements.

By Order of the Board
Global Digital Creations Holdings Limited
Li Shaofeng
Chairman

Hong Kong, 12 May 2015

As at the date of this announcement, the Board comprises Mr. Li Shaofeng (Chairman and Executive Director), Mr. Chen Zheng (Chief Executive Officer and Executive Director), Mr. Jin Guo Ping (Vice President and Executive Director), Ms. Cheng Xiaoyu (Vice President and Executive Director), Mr. Leung Shun Sang, Tony (Non-executive Director), Mr. Kwong Che Keung, Gordon (Independent Non-executive Director) and Prof. Japhet Sebastian Law (Independent Non-executive Director).

This announcement, for which the directors of the Company (the “Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited 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 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 “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the Company’s website at www.gdc-world.com.

** For identification purpose only*