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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)

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND MEMBER OF AUDIT COMMITTEE, REMUNERATION
COMMITTEE AND NOMINATION COMMITTEE,
COMPLIANCE WITH RULES 5.05(1), 5.05A, 5.28 and 5.34 OF THE GEM
LISTING RULES
AND
LIST OF DIRECTORS AND THEIR ROLES AND FUNCTIONS**

The Board is pleased to announce that Mr. Lam Yiu Kin has been appointed as an independent non-executive director and a member of each of the audit committee, the remuneration committee and the nomination committee of the Company with effect from 27 July 2015.

Upon the appointment of Mr. Lam Yiu Kin as an independent non-executive Director, the number and proportion of independent non-executive Directors and audit committee members of the Company satisfy the requirements under Rules 5.05(1), 5.05A and 5.28 of the GEM Listing Rules, and the number of independent non-executive Directors in the remuneration committee and the nomination committee of the Company also represent a majority as required under Rule 5.34 and code provision A5.1 as set out in Appendix 15 of the GEM Listing Rules.

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND
MEMBER OF AUDIT COMMITTEE, REMUNERATION COMMITTEE AND
NOMINATION COMMITTEE**

Reference is made to the announcement of Global Digital Creations Holdings Limited (the “Company”) dated 12 May 2015 in relation to, among other matters, the passing away of an independent non-executive director and a member of each of the audit committee, the

remuneration committee and the nomination committee of the Company and non-compliance with Rules 5.05(1), 5.05A, 5.28 and 5.34 and code provision A.5.1 as set out in Appendix 15 of the GEM Listing Rules.

The board of directors (the “**Board**”) of the Company is pleased to announce that Mr. Lam Yiu Kin has been appointed as an independent non-executive director and a member of each of the audit committee, the remuneration committee and the nomination committee of the Company with effect from 27 July 2015.

Mr. Lam Yiu Kin (“**Mr. Lam**”), aged 60, is a fellow member of the Association of Chartered Certified Accountants, the Institute of Chartered Accountants in England & Wales, the Chartered Accountants of Australia and New Zealand and Hong Kong Institute of Certified Public Accountants (“**HKICPA**”), a honorary fellow of The Hong Kong Polytechnic University. Mr. Lam is presently an Adjunct Professor in the School of Accounting and Finance of The Hong Kong Polytechnic University, and a member of the Finance Committee of the Hong Kong Management Association. Mr. Lam has extensive experience in accounting, auditing and business consulting.

Mr. Lam was a member of the Listing Committee and the Financial Reporting Advisory Panel of the Stock Exchange of Hong Kong Limited from 1997 to 2003, a committee member of HKICPA from 1994 to 2009 and a partner of PricewaterhouseCoopers Hong Kong from 1993 to 2013. Mr. Lam graduated from The Hong Kong Polytechnic University with a higher diploma in June 1975.

Mr. Lam currently serves as an independent non-executive director of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Company Limited (stock code: 1349), Kate China Holdings Limited (stock code: 8125), Spring Real Estate Investment Trust (stock code: 1426) and Vital Mobile Holdings Limited (Stock code: 6133).

Save as disclosed above, Mr. Lam 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 hold any other position with the Company and other members of the group. Mr. Lam does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

Mr. Lam has entered into a letter of engagement with the Company (the “**Letter of Engagement**”) for a term commencing on 27 July 2015 and expiring on 31 December 2017, which may be terminated by one month’s notice in writing served by either party prior to the expiry of the term and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the bye-laws of the Company. Under the Letter

of Engagement, Mr. Lam is entitled to receive a director's fee as may be determined by the Board from time to time pursuant to the authority given by the shareholders of the Company with reference to his experience and duties as well as the then prevailing market conditions. Mr. Lam's director's fee will be HK\$240,000 per annum and he will receive a director's fee of HK\$103,226 for the year ending 31 December 2015.

At the date of this announcement, Mr. Lam does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

Save as disclosed above, there are no other matters which need to be brought to the attention of the shareholders of the Company regarding the appointment of Mr. Lam or any other information that needs to be disclosed pursuant to any of the requirements of Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

The Board would like to take this opportunity to welcome Mr. Lam in joining the Company.

COMPLIANCE WITH RULES 5.05(1), 5.05A, 5.28 AND 5.34 OF THE GEM LISTING RULES

Following the appointment of Mr. Lam as an independent non-executive director and a member of each of the audit committee, the remuneration committee and the nomination committee of the Company, the number of independent non-executive Directors of the Company and audit committee members fulfills the minimum number as required under Rules 5.05(1), 5.05A and 5.28 of the GEM Listing Rules, and the number of independent non-executive Directors in the remuneration committee and nomination committee of the Company also represents 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.

LIST OF DIRECTORS AND THEIR ROLE AND FUNCTION

With effect from 27 July 2015, the members of the Board and the membership of the four Board committees of the Company are as follows:

Executive Directors

Mr. Li Shaofeng (Chairman)

Mr. Chen Zheng (Chief Executive Officer)

Mr. Jin Guo Ping (Vice President)

Ms. Cheng Xiaoyu (Vice President)

Non-executive Director

Mr. Leung Shun Sang, Tony

Independent Non-executive Directors

Mr. Kwong Che Keung, Gordon

Prof. Japhet Sebastian Law

Mr. Lam Yiu Kin

Memberships of the four Board committees

Director \ Board Committee	Executive Committee	Audit Committee	Nomination Committee	Remuneration Committee
Mr. Li Shaofeng	C		C	VC
Mr. Chen Zheng	M			
Mr. Jin Guo Ping	M			
Ms. Cheng Xiaoyu	M			
Mr. Leung Shun Sang, Tony			VC	M
Mr. Kwong Che Keung, Gordon		C	M	M
Prof. Japhet Sebastian Law		M	M	C
Mr. Lam Yiu Kin		M	M	M

Notes:

C: Chairman of the relevant Board committees

VC: Vice Chairman of the relevant Board committees

M: Member of the relevant Board committees

By Order of the Board

Global Digital Creations Holdings Limited

Li Shaofeng

Chairman

Hong Kong, 27 July 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), Prof. Japhet Sebastian Law (Independent non-executive Director) and Mr. Lam Yiu Kin (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 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 the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

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*