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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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 (the “Company”), 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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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)

**PROPOSED GENERAL MANDATES  
TO ISSUE SHARES AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice of the annual general meeting is contained in this circular. Whether or not you are able to attend the meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting of the Company or any adjourned meeting (as the case may be) should you so wish.

This circular, 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 circular 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 circular misleading.

*This 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.*

\* For identification purpose only

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## CHARACTERISTICS OF GEM

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**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

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*In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:*

“Annual General Meeting”	the annual general meeting of the Company to be held at The Residence, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 22 May 2015 at 10:00 a.m. or any adjournment thereof
“Associate(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Bye-laws”	the Bye-laws of the Company
“Company”	Global Digital Creations Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on GEM
“connected person(s)”	has the same meaning as ascribed to it under the GEM Listing Rules
“controlling shareholder(s)”	has the same meaning as ascribed to it under the GEM Listing Rules
“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 of the Stock Exchange as amended from time to time
“HK\$”	the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	24 March 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“PRC”	the People’s Republic of China, for the purpose of this circular, does not include Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

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## DEFINITIONS

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“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the resolution approving the repurchase mandate
“SCG”	Shougang Concord Grand (Group) Limited, a company incorporated in Bermuda with a limited liability, the shares of which are listed on the main board of the Stock Exchange
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholders(s)”	has the same meaning as ascribed to it under the SFO
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

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LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. Li Shaofeng (*Chairman*)  
Mr. Chen Zheng (*Chief Executive Officer*)  
Mr. Jin Guo Ping (*Vice President*)  
Ms. Cheng Xiaoyu (*Vice President*)

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Non-executive Director:*

Mr. Leung Shun Sang, Tony

*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

*Independent Non-executive Directors:*

Mr. Kwong Che Keung, Gordon  
Prof. Japhet Sebastian Law  
Mr. Chan Chung Chun

31 March 2015

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES  
TO ISSUE SHARES AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the Annual General Meeting, among other things, (i) granting of general mandates to the Directors to issue Shares and repurchase Shares; and (ii) re-election of retiring Directors. These resolutions will be proposed at the Annual General Meeting and are set out in the Notice of the Annual General Meeting as contained in this circular.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

At the annual general meeting of the Company held on 6 June 2014, the general mandates were granted to the Directors authorising them, inter alia, (a) to exercise the power of the Company to allot and issue Shares not exceeding 20% of the issued share capital as at 6 June 2014; (b) to exercise the power of the Company to repurchase Shares not exceeding 10% of the issued share capital as at 6 June 2014; and (c) to extend the general mandate to issue Shares by the number of Shares purchased under the repurchase mandate mentioned in (b) above. Such general mandates will expire at the conclusion of the Annual General Meeting.

At the Annual General Meeting, separate ordinary resolutions will be proposed to renew the general mandates given to the Directors (i) to allot, issue and otherwise deal with Shares not exceeding in aggregate 20% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of such resolution; (ii) to repurchase Shares comprising the aggregate nominal amount of which does not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of such resolution; and (iii) to add the aggregate amount of the Shares repurchased by the Company to the general mandate to the Directors to allot new Shares of up to 20% of the issued share capital of the Company.

Based on 1,518,255,540 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are repurchased or issued prior to the Annual General Meeting, subject to the passing of the relevant ordinary resolutions to approve the mandate to issue Shares at the Annual General Meeting, the Directors will be authorised to allot and issue up to a limit of 303,651,108 Shares under the general mandate to issue Shares.

If approved by the Shareholders at the Annual General Meeting, the general mandate to issue Shares will expire at the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; or (iii) the revocation or variation of the ordinary resolution to approve the mandate to issue Shares by any ordinary resolution of the Shareholders in a general meeting.

An explanatory statement, required by the GEM Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate, is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant proposed ordinary resolution for the grant of the Repurchase Mandate at the Annual General Meeting.

### 3. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to the clause 87(2) of the Bye-laws, Mr. Chen Zheng, Mr. Jin Guo Ping and Mr. Chan Chung Chun shall retire from office by rotation, and being eligible, shall offer themselves for re-election at the Annual General Meeting. Pursuant to the clause 86(2) of the Bye-laws, Ms. Cheng Xiaoyu shall retire from office at the Annual General Meeting, and being eligible shall offer herself for re-election at Annual General Meeting. Details of the retiring Directors to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### 4. ANNUAL GENERAL MEETING

Set out on pages 13 to 17 of this circular is the Notice of the Annual General Meeting. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the general mandates to issue Shares and repurchase Shares, re-election of retiring Directors and re-appointment of auditor.

A form of proxy for the Annual General Meeting is enclosed herewith. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy and return it to the Hong Kong branch share registrar and transfer office of the Company, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as practicable but in any event not later than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting (as the case may be) should you so wish.

### 5. VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the Annual General Meeting shall be voted by poll.

### 6. RECOMMENDATION

The Directors consider that the (i) grant of general mandates to the Directors to issue Shares and repurchase Shares; and (ii) re-election of retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

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



This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the Annual General Meeting for approving the Repurchase Mandate.

This explanatory statement contains all the information required pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules which is set out as follows:

**1. SHAREHOLDERS' APPROVAL**

All proposed repurchases of shares by a company with a primary listing on GEM must be approved in advance by an ordinary resolution, either by way of general mandate or by special approval of a particular transaction. The Company's sole listing is on GEM.

**2. SOURCE OF FUNDS**

Repurchases must be funded out of funds legally available for the purpose in accordance with the Bye-laws and the applicable laws of Bermuda. It is presently proposed that any Shares repurchased under the Repurchase Mandate would be purchased out of the capital paid up on the repurchased Shares, the profits of the Company which would otherwise be available for dividend and the Company's share premium reserve.

**3. EXERCISE OF THE REPURCHASE MANDATE**

The Shares proposed to be repurchased by the Company must be fully paid up. Under the GEM Listing Rules, the total number of shares which a company is authorised to repurchase on GEM is shares representing up to a maximum of 10% of the existing issued share capital as at the date of the resolution granting such general mandate. Exercise in full of the Repurchase Mandate, on the basis of 1,518,255,540 Shares in issue as at the Latest Practicable Date and assuming no Shares are issued and repurchased by the Company prior to the Annual General Meeting, could result in up to 151,825,554 Shares, which represents 10% of the issued share capital of the Company as at the Latest Practicable Date, being repurchased by the Company during the period from the passing of the resolution granting the Repurchase Mandate up to the conclusion of the next annual general meeting of the Company or the expiration of the period within the next annual general meeting of the Company as required by the Bye-laws or any applicable laws to be held, or when revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever occurs first.

**4. REASONS FOR REPURCHASE**

Although the Directors have no present intention of repurchasing any Shares, they believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to purchase Shares on the market. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

## 5. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Bye-laws and the applicable laws of Bermuda.

The exercise in full of the Repurchase Mandate might have a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in its most recent audited accounts for the year ended 31 December 2014. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Company.

## 6. GENERAL

- (a) None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates have any present intention, in the event that the Repurchase Mandate is approved by the Shareholders to sell the Shares to the Company or its subsidiaries.
- (b) The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of Bermuda.
- (c) If as a result of the share repurchase, a shareholder's proportionate interest in the voting rights of the repurchasing company increases, such increase will be treated as an acquisition of voting rights for purposes of the Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert could obtain or consolidate control of a repurchasing company and thereby, become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, SCG and its associates were interested in approximately 40.78% of the issued share capital of the Company. In the event that the Repurchase Mandate is exercised in full and no further Shares are issued during the proposed repurchase period, the interest held by SCG and its associates in the issued share capital of the Company will increase to approximately 45.31%. The Directors are not aware of any consequences for SCG and its associates under the Takeovers Code as a result, solely, of the Directors exercising the Repurchase Mandate in full.

- (d) The Company has not repurchased any of its Shares (whether on GEM or otherwise) in the six months preceding the Latest Practicable Date and will not repurchase its Shares if public float is less than 25%.

- (e) No connected person has notified the Company that he or she has a present intention to sell Shares to the Company, and no connected person has undertaken not to sell any of Shares held by him or her to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.
- (f) The highest and lowest prices at which the Shares have traded on GEM during each of the previous twelve months and up to the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2014</b>		
March	0.385	0.310
April	0.390	0.340
May	0.390	0.255
June	0.305	0.260
July	0.370	0.280
August	0.440	0.300
September	0.425	0.335
October	0.395	0.325
November	0.370	0.340
December	0.355	0.300
<b>2015</b>		
January	0.355	0.300
February	0.325	0.280
March (up to the Latest Practicable Date)	0.350	0.290

The details of retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out as follows:

### **Executive Director**

**Mr. Chen Zheng** (陳征先生), aged 55, engineer and senior economist. He holds a bachelor's degree in chemical engineering and a master's degree in business administration. Mr. Chen was appointed as an Executive Director of the Company in February 2005 and is currently the Chief Executive Officer of the Company. He is also a member of the Executive Committee of the Company. Mr. Chen was as an executive director of SCG. Mr. Chen has extensive experience in investment business and corporate management.

Save as disclosed above, Mr. Chen has no other relationship with any Directors, senior management or substantial or controlling shareholders of the Company and has not held any directorships in other public companies listed on the Stock Exchange or overseas in the last three years. As at the Latest Practicable Date, Mr. Chen has beneficial interests of 208,728,200 Shares within the meaning of Part XV of the SFO.

Mr. Chen has entered into a service contract with a wholly-owned subsidiary of the Company for a term of three years commencing on 1 January 2014 unless terminated by at least one month's notice in writing served by either party prior to the expiry of the term. Pursuant to the service contract, Mr. Chen is entitled to receive a salary of HK\$3,600,000 per annum and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws.

The salary of Mr. Chen is determined with reference to his experience and duties as well as the then prevailing market conditions. Mr. Chen is also entitled to a discretionary bonus as may be determined by the Remuneration Committee of the Company from time to time with reference to the prevailing market conditions, the performance of the Company as well as his individual performance. Mr. Chen received HK\$600,000 discretionary bonus for the year ended 31 December 2014.

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

**Mr. Jin Guo Ping** (金國平先生), aged 56, senior economist. He holds a master of business administration degree of China Europe International Business School. Mr. Jin appointed as an Executive Director of the Company in February 2006 and currently is the Vice President of the Company. He is also a member of the Executive Committee of the Company. Mr. Jin is an ordinary committee member of China Animation Association. Mr. Jin was a director of Shanghai Animation Film Studio, the chairman of Shanghai Cartoon Cultural Developing Co. Ltd., a publisher of “Cartoon King” Magazine, the vice president of Shanghai Film Group Corporation, the vice chairman of Shanghai United Circuit Co., Ltd, a director of Shanghai Paradise Corporation Ltd., and the assistant director of broadcasting of Shanghai Television. Mr. Jin has extensive experience in animation and film industries. With effect from 21 May 2010, he has been appointed as a member of the Shenzhen Committee of the Chinese People’s Political Consultative Conference.

Save as disclosed above, Mr. Jin has no other relationship with any Directors, senior management or substantial or controlling shareholders of the Company and has not held any directorships in other public companies listed on the Stock Exchange or overseas in the last three years. As at the Latest Practicable Date, Mr. Jin did not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Jin has entered into a service contract with a wholly-owned subsidiary of the Company for a term of three years commencing on 1 January 2014 unless terminated by at least one month’s notice in writing served by either party prior to the expiry of the term. Pursuant to the service contract, Mr. Jin is entitled to receive a salary of HK\$1,200,000 per annum and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws.

The salary of Mr. Jin is determined with reference to his experience and duties as well as the then prevailing market conditions. Mr. Jin is also entitled to a discretionary bonus as may be determined by the Remuneration Committee of the Company from time to time with reference to the prevailing market conditions, the performance of the Company as well as his individual performance. Mr. Jin received HK\$150,000 discretionary bonus for the year ended 31 December 2014.

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

**Ms. Cheng Xiaoyu** (程晓宇女士), aged 48. Ms. Cheng was appointed as an Executive Director and the Vice President and a member of the Executive Committee of the Company on 18 December 2014. Ms. Cheng graduated from The Graduate School of Xi'an Jiaotong University in 1988 and majored in Linguistics and Applied Linguistics, she holds a Bachelor of Arts. Ms. Cheng joined Shougang Corporation in August 1988 as an official translator. She was the secretary to the board of directors and an assistant general manager of Shougang Holding (Hong Kong) Limited. She was also an assistant to the managing director of Shougang Concord International Enterprises Company Limited, a director of Shougang Concord Century Holdings Limited, a deputy managing director and an executive director of SCG, all of which are companies listed on the Stock Exchange. She currently serves as the deputy chairman and general manager of Beijing Dongzhimen International Apartment Co., Ltd.

Save as disclosed above, Ms. Cheng has no other relationship with any Directors, senior management or substantial or controlling shareholders of the Company and has not held any directorships in other public companies listed on the Stock Exchange or overseas in the last three years. As at the Latest Practicable Date, Ms. Cheng did not have any interests in the Shares within the meaning of Part XV of the SFO.

Ms. Cheng has entered into a service contract with a wholly-owned subsidiary of the Company for a term commencing from 18 December 2014 to 31 December 2016 unless terminated by at least one month's notice in writing served by either party prior to the expiry of the term. Pursuant to the service contract, Ms. Cheng is entitled to receive a salary of HK\$1,500,000 per annum and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws.

The salary of Ms. Cheng is determined with reference to her experience and duties as well as the then prevailing market conditions. Ms. Cheng is also entitled to a discretionary bonus as may be determined by the Remuneration Committee of the Company from time to time with reference to the prevailing market conditions, the performance of the Company as well as her individual performance. Ms. Cheng has not received any discretionary bonus for the year ended 31 December 2014.

Save as disclosed above, the Board is not aware of any other matters in relation to Ms. Cheng that need to be brought to the attention of the Shareholders and there is no information relating to Ms. Cheng 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**

**Mr. Chan Chung Chun** (陳重振先生), aged 55. Mr. Chan was appointed as an independent non-executive Director of the Company in June 2012. He is also a member of each of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Company. He is a fellow member and an associate member of the Hong Kong Institute of Certified Public Accountants and The Australian Society of Certified Practising Accountants respectively. Mr. Chan holds a Bachelor Degree in Commerce from James Cook University of North Queensland and a Master Degree in Commerce from University of New South Wales in Australia. He had worked for the audit department of Ernst & Young for about 7 years and has extensive working experience in accounting and commercial fields, particularly in the manufacturing, marketing and retailing of consumer products in Hong Kong and the PRC. Mr. Chan is currently the deputy chairman and executive director of China Dynamic (Holdings) Limited (Formerly known as Sinocop Resources (Holdings) Limited), an independent non-executive director of Shougang Concord Century Holdings Limited and Shougang Fushan Resources Group Limited, all of which are companies listed on the Stock Exchange.

Save as disclosed above, Mr. Chan has no other relationship with any Directors, senior management or substantial or controlling shareholders of the Company and has not held any directorships in other listed public companies listed on the Stock Exchange or overseas in the last three years. As at the Latest Practicable Date, Mr. Chan did not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Chan has entered into a letter of engagement with the Company for a term of three years commencing on 1 January 2014 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, Mr. Chan 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 2014, the director's fee received by Mr. Chan amounted to HK\$240,000.

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

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## NOTICE OF THE ANNUAL GENERAL MEETING

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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)

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Global Digital Creations Holdings Limited (the “Company”) will be held at The Residence, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 22 May 2015, at 10:00 a.m. for the following purposes:

#### ORDINARY RESOLUTIONS

##### AS ORDINARY BUSINESS

1. To receive and consider the Company’s audited consolidated financial statements, report of the directors and the independent auditor’s report for the year ended 31 December 2014;
2. To re-elect Mr. Chen Zheng as an executive director of the Company;
3. To re-elect Mr. Jin Guo Ping as an executive director of the Company;
4. To re-elect Ms. Cheng Xiaoyu as an executive director of the Company;
5. To re-elect Mr. Chan Chung Chun as an independent non-executive director of the Company;
6. To authorise the Board of Directors (the “Board”) to fix the remuneration of the Directors of the Company (the “Director”);
7. To re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board to fix their remuneration;

\* For identification purpose only



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## NOTICE OF THE ANNUAL GENERAL MEETING

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### AS SPECIAL BUSINESS

8. To consider and, if thought fit, pass the following resolution as ordinary resolution of the Company:

### ORDINARY RESOLUTIONS

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to allot, issue and deal with shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue; (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company; (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iv) any scrip dividend on shares of the Company in accordance with the bye-laws of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; or

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## NOTICE OF THE ANNUAL GENERAL MEETING

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- (iii) the revocation or variation of this resolution by any ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or any class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any territories outside Hong Kong).”

- 9. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to repurchase issued shares in the capital of the Company on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, and that the exercise by the Directors of all the powers of the Company to repurchase such shares subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;
- (b) in addition, the approval in paragraph (a) above shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the Directors;
- (c) the aggregate nominal amount of shares repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution, and the authority pursuant to paragraph (a) shall be limited accordingly; and

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(d) for the purposes of this resolution;

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of this resolution by any ordinary resolution of the shareholders of the Company in general meeting.”

10. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of resolution no. 9 as set out in the notice convening this meeting of which this resolution forms part, the aggregate nominal amount of the shares in the Company which are repurchased by the Company pursuant to and in accordance with the said resolution no. 9 shall be added to the aggregate nominal amount of the shares in the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to and in accordance with resolution no. 8 as set out in the notice convening this meeting of which this resolution forms part.”

By Order of the Board  
**Li Shaofeng**  
*Chairman*

Hong Kong, 31 March 2015

*Notes:*

- (1) A shareholder entitled to attend and vote at the above meeting (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy needs not be a shareholder of the Company.
- (2) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorised to sign the same.
- (3) The register of members of the Company will be closed from Wednesday, 20 May 2015 to Friday, 22 May 2015, both dates inclusive, during which period, no transfer of shares will be registered. In order to qualify for attend and vote at the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with Hong Kong branch share registrar and transfer office of the Company, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m on Tuesday, 19 May 2015.

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- (4) In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be lodged at the Hong Kong branch share registrar and transfer office of the Company, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the annual general meeting or any adjourned meeting thereof (as the case may be).
- (5) Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (6) Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the above meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members of the Company in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.
- (7) As at the date of this notice, 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. Chan Chung Chun (Independent non-executive Director).