

## FORMS RELATING TO LISTING

### Form F

#### The Growth Enterprise Market (GEM)

#### Company Information Sheet

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this information sheet, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

**Company name :** Global Digital Creations Holdings Limited

**Stock code (ordinary shares):** 8271

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 9<sup>th</sup> December, 2003.

#### A. General

Place of incorporation : Bermuda

Date of initial listing on GEM : 4th August, 2003

Name of Sponsor(s) : Goldbond Capital (Asia) Limited  
formerly known as Asia Investment Capital Limited

Names of directors :

*(please distinguish the status of the directors -  
Executive, Non-Executive or Independent  
Non-Executive)* :

Mr. Raymond Dennis Neoh (Executive)  
Mr. Richard Yingneng Yin (Executive)  
Mr. Anthony Francis Neoh (Non-Executive)  
Mr. David Deng Wei (Non-Executive)  
Mr. Gordon Kwong Che Kwong (Independent Non-Executive)  
Professor Japhet Sebastian Law (Independent Non-Executive)  
Mr. Stephen Scharf (Independent Non-Executive)

Name(s) of substantial shareholder(s)  
(as such term is defined in rule 1.01 of the  
GEM Listing Rules) and their respective  
interests in the ordinary shares and other  
securities of the Company

Upflow Holdings Limited	214,127,516 (27.5%)
Raymond Dennis Neoh	214,127,516 (27.5%)
Anthony Francis Neoh	124,974,230 (16.0%)

Name(s) of company(ies) listed on GEM  
or the Main Board of the Stock Exchange  
within the same group as the Company : N/A

Financial year end date : 31st December

Registered address : Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

Head office and principal  
place of business : Hutchison House  
Suite 1804-5, 18<sup>th</sup> Floor  
No. 10, Harcourt Road  
Hong Kong

Web-site address (if applicable) : www.gdc-world.com

Share registrar : The Bank of Bermuda Limited & Standard Registrars Limited

Auditors : PricewaterhouseCoopers

**B. Business activities**

*(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)*

The Group's business activities represent an integration of the entire value chain in the digital content business, encompassing creation, production (for its own projects and projects contracted to it by third parties) and distribution of digital contents, in order to meet two developing global trends of (i) strong continuing growth in demand for digital contents, particularly CG imaging; and (ii) a paradigm shift from a chemical film based medium to an electronic, digital medium in the cinema industry.

**C. Ordinary shares**

Number of ordinary  
shares in issue : 780,000,000

Par value of ordinary shares in issue : HK\$0.01

Board lot size (in number of shares) : 2,000 shares

Name of other stock exchange(s) on which  
ordinary shares are also listed : N/A

**D. Warrants**

Stock code : N/A

Board lot size : N/A

Expiry date : N/A

Exercise price : N/A

Conversion ratio : N/A

*(Not applicable if the warrant is denominated in dollar value of conversion right)*

No. of warrants  
outstanding : N/A

No. of shares falling  
to be issued upon the  
exercise of outstanding warrants : N/A

**E. Other securities**

Details of any other securities in issue.

*(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).*

*(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).*

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

**Responsibility statement**

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

\_\_\_\_\_  
Anthony Francis Neoh

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Raymond Dennis Neoh

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David Deng Wei

\_\_\_\_\_  
Richard Yingneng Yin

\_\_\_\_\_  
Gordon Kwong Che Keung

\_\_\_\_\_  
Japhet Sebastian Law

\_\_\_\_\_  
Stephen Scharf