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Unless the context otherwise requires or specifically defined herein, terms used in this announcement shall have the same meaning as in the prospectus of Global Digital Creations Holdings Limited dated 23rd July, 2003 (the “Prospectus”).



Global Digital Creations Holdings Limited

環球數碼創意控股有限公司*

(incorporated in Bermuda with limited liability)

LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING AND PUBLIC OFFER

Number of New Shares under the New Issue : 66,300,000 Shares
Number of Placing Shares : 58,300,000 Shares (subject to reallocation)
Number of Public Offer Shares : 8,000,000 Shares (subject to reallocation)
Issue Price : HK\$1.00 per Share
Nominal Value : HK\$0.01 each
GEM Stock Code : 8271

Sponsor



ASIA INVESTMENT CAPITAL LIMITED

Joint Financial Advisers



CM-CCS Securities Limited



Kingsway Capital Limited

Lead Manager and Bookrunner



CM-CCS Securities Limited

Underwriters

CM-CCS Securities Limited

Quest Stockbrokers (HK) Limited
CSC Securities (HK) Limited
Quam Securities Company Limited
Asia Investment Capital Limited
Sanfull Securities Limited
Hong Tong Hai Securities Limited

Tai Fook Securities Company Limited
Crosby Limited
Chun Yick Securities Limited
First Asia Finance Group Limited
DL Brokerage Limited
Partners Capital International Limited

Application has been made to the GEM Listing Committee for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus, including any Shares which may fall to be issued upon the exercise of any options which may be granted under the Share Option Scheme. Dealings in the Shares on GEM are expected to commence at 9:30 a.m. on Monday, 4th August, 2003. Subject to the granting of the listing of, and permission to deal in, the Shares on GEM as well as the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on GEM or such other date as determined by HKSCC. All activities under CCASS are subject to the General Rules of CCASS and the CCASS Operational Procedures in effect from time to time.

The New Issue of 66,300,000 New Shares comprises the Public Offer of initially 8,000,000 New Shares, representing approximately 12 per cent. of the New Issue (subject to reallocation, if any) to the public in Hong Kong and the Placing of initially 58,300,000 New Shares, representing approximately 88 per cent. of the New Issue (subject to reallocation, if any) to professional and institutional investors and other investors anticipated to have sizeable demand for Shares in Hong Kong.

Multiple or suspected multiple applications and any application on a **WHITE** or **YELLOW** Application Form for more than 100 per cent. of the Public Offer Shares will be rejected and only one application on a **WHITE** or **YELLOW** Application Form may be made for the benefit of any person. Applicants for Public Offer Shares under the Public Offer are required to undertake and confirm that they or the relevant beneficial owners have not taken up and will not take up any Placing Shares under the Placing nor have they otherwise participated in the Placing.

Applications for the New Shares will only be considered on the basis of the terms and conditions of the Prospectus and the related Application Forms. Applicants who would like to be allotted and issued Public Offer Shares in their own names should complete and sign the **WHITE** Application Forms. Applicants who would like to be allotted and issued Public Offer Shares in the name of HKSCC Nominees Limited and deposit directly into CCASS for credit to their CCASS investor participant stock accounts or the stock accounts of their designated CCASS participants maintained in CCASS should complete and sign the **YELLOW** Application Forms, copies of which, together with copies of the Prospectus, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 23rd July, 2003 until 12:00 noon on Monday, 28th July, 2003 at the Depository Counter of HKSCC at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong or the Customer Service Centre of HKSCC at Upper Ground Floor, V-Heun Building, 128–140 Queen's Road Central, Hong Kong.

The New Issue is conditional on the conditions as stated in the paragraph headed "Conditions of the New Issue" in the section headed "Structure and conditions of the New Issue" in the Prospectus. If the New Issue does not become unconditional on or before the 30th day from the date of the Prospectus, all application monies received from applicants under the New Issue will be refunded, without interest, on the terms set out under the paragraph headed "Refund of your money" on the Application Forms.

The allocation of the Offer Shares between the Placing and the Public Offer will not be subject to adjustment save that if any of the Public Placing Shares and/or Offer Shares is not taken up, the Lead Manager (for itself and on behalf of the Sponsor and the Underwriters) may, in its absolute discretion, reallocate all or any of the untaken Shares originally included in the Public Offer to the Placing or vice versa, in such number as the Lead Manager may consider appropriate.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Wednesday, 23rd July, 2003 until 12:00 noon on Monday, 28th July, 2003 from:

1. Any member of the Stock Exchange;
2. **Asia Investment Capital Limited** at Units 1402–3, 14th Floor, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong;
3. **CM-CCS Securities Limited** at 26th Floor, World Wide House, 19 Des Voeux Road, Central, Hong Kong;
4. **Kingsway Capital Limited** at 5th Floor, Hutchison House, 10 Harcourt Road, Central, Hong Kong;
5. **Quest Stockbrokers (HK) Ltd.** at 2302 & 24th Floor, Onfem Tower, 29 Wyndham Street, Central, Hong Kong;
6. **Tai Fook Securities Company Limited** at 23rd–26th Floor, New World Tower I, 16–18 Queen’s Road, Central, Hong Kong;
7. **CSC Securities (HK) Limited** at 3204–7, 32nd Floor, Cosco Tower, 183 Queen’s Road, Central, Hong Kong;
8. **Crosby Limited** at 2701 Citibank Tower, 3 Garden Road, Central, Hong Kong;
9. **Quam Securities Company Limited** at Room 3308, Gloucester Tower, The Landmark, 11 Pedder Street, Central, Hong Kong;
10. **Chun Yick Securities Limited** at 10th Floor, Wings Building, 110–116 Queen’s Road Central, Hong Kong;
11. **First Asia Finance Group Limited** at Room 1502, 15th Floor, World Wide House, 19 Des Voeux Road, Central, Hong Kong;
12. **Sanfull Securities Limited** at 20th Floor, Far East Consortium Building, 121 Des Voeux Road, Central, Hong Kong;
13. **DL Brokerage Limited** at 1st Floor, Wing’s Building, 110–116 Queen’s Road Central, Hong Kong;
14. **Hong Tong Hai Securities Limited** at Units 3606, 36th Floor, China Merchants Tower, Shun Tak Centre, 168–200 Connaught Road Central, Sheung Wan, Hong Kong;

15. **Partners Capital International Limited** at 1305, 13th Floor, 9 Queen’s Road Central, Hong Kong;

16. any one of the following branches of Hang Seng Bank:

Hong Kong Island:	Head Office	83 Des Voeux Road Central
	Central District Branch	Basement, Central Building, Pedder Street
	Causeway Bay Branch	28 Yee Wo Street
	Wan Chai Branch	200 Hennessy Road
Kowloon:	Kowloon Main Branch	618 Nathan Road
	Tsimshatsui Branch	18 Carnarvon Road
	Kwun Tong Branch	70 Yue Man Square
	Mongkok Branch	677 Nathan Road
New Territories:	Chung On Street Branch	38 Chung On Street
	Shatin Branch	Shop 18 Lucky Plaza, Wang Pok Street
	Sheung Shui Branch	53 San Hong Street

Completed **WHITE** and **YELLOW** Application Forms (to which cheques or banker’s cashier orders should be securely stapled) should be deposited in the special collection boxes provided at any one of the branches of Hang Seng Bank referred to above on the following dates during the following times:

Wednesday, 23rd July, 2003	—	9:00 a.m. to 4:00 p.m.
Thursday, 24th July, 2003	—	9:00 a.m. to 4:00 p.m.
Friday, 25th July, 2003	—	9:00 a.m. to 4:00 p.m.
Saturday, 26th July, 2003	—	9:00 a.m. to 12:00 noon
Monday, 28th July, 2003	—	9:00 a.m. to 12:00 noon

The application lists will open from 11:45 a.m. to 12:00 noon on Monday, 28th July, 2003.

Subject to the terms and conditions set out in the Prospectus and the Application Forms, applications must be received by no later than 12:00 noon on Monday, 28th July, 2003 (or such later date as may apply in the case of a tropical cyclone warning signal No. 8 or above or a “black” rainstorm warning signal being in force in Hong Kong as described in the paragraph headed “Effect of bad weather on the opening of the application lists” in the section headed “How to apply for Public Offer Shares” in the Prospectus). It is expected that an announcement on the level of interests in the Placing, the results of applications and the basis of allotment of the Public Offer Shares and the number of Shares (if any) reallocated between the Placing and the Public Offer, the identification numbers of successful applicants in the Public Offer Shares, and the procedure for collecting share certificates and/or refund cheques will be published in The Standard (in English), the Hong Kong Economic Times (in Chinese) and on the GEM website on Thursday, 31st July, 2003.

If you do not receive any Public Offer Shares for any of the reasons as set out in the **WHITE** or **YELLOW** Application Forms, the application monies, or the appropriate portion thereof, together with the related brokerage, Stock Exchange trading fee, investor compensation levy and SFC transaction levy, will be refunded, without interest (all interest will be retained for the benefit of the Company).

No temporary document of title will be issued in respect of the Public Offer Shares. No receipt will be issued for application monies paid.

If you have applied for 1,000,000 Public Offer Shares or more on a **WHITE** Application Form and have indicated on your Application Form that you wish to collect your share certificate(s) and/or refund cheque(s) (if any) personally, you may collect them in person from Standard Registrars Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong between 9:00 a.m. and 1:00 p.m. on Friday, 1st August, 2003. You must show your identification documents to collect your share certificate(s) and refund cheque(s) (if any). If you do not collect your share certificate(s) and/or refund cheque(s) (if any) personally within the time specified for collection, they will be sent to the address on your Application Form shortly after the time specified for collection on the date of despatch, by ordinary post and at your own risk. If you have applied for less than 1,000,000 Public Offer Shares or you have applied for 1,000,000 Public Offer Shares or more but have not indicated on your Application Form that you will collect your share certificate(s) and/or refund cheque(s) (if any) personally, then your share certificate(s) and/or refund cheque(s) (if any) will be sent on the date of despatch of share certificate(s) to the address on your Application Form by ordinary post and at your own risk on or around Friday, 1st August, 2003.

If you have applied for the Public Offer Shares on a **YELLOW** Application Form and your application is wholly or partially successful, your share certificate(s) will be issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to your CCASS investor participant stock account or your designated CCASS participant's stock account as instructed by you at the close of business on Friday, 1st August, 2003 or under contingent situation on any other date HKSCC or HKSCC Nominees Limited chooses. If you are applying through a designated CCASS participant (other than a CCASS investor participant), you can check the number of Public Offer Shares allotted to you with that CCASS participant. If you are applying as a CCASS investor participant, the Company will publish the results of the CCASS investor participant's application together with the results of the Public Offer in the above newspapers and on the GEM website on Thursday, 31st July, 2003, you can check your new account balance via the "CCASS Phone System" or the "CCASS Internet System" (under the procedures contained in HKSCC's "An Operating

Guide for Investor Participants” in effect from time to time) on 2nd August, 2003. HKSCC will also mail to you an activity statement showing the number of Public Offer Shares credited to your stock account.

By order of the Board
Global Digital Creations Holdings Limited
Raymond Dennis Neoh
Executive Director

Hong Kong, 23rd July, 2003

This announcement and a copy of the Prospectus will appear on the GEM website at www.hkgem.com for at least 7 days from the day of its posting.

** For identification purposes only*