

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

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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 18 February 2011

A. General

Place of incorporation : Bermuda

Date of initial listing on GEM : 4 August 2003

Name of Sponsor(s) : N/A

Names of directors : *Executive Directors*
(please distinguish the status of the directors - Executive, Non-Executive or Independent Non-Executive) Mr. Li Shaofeng (*Chairman*)
Mr. Chen Zheng (*Managing Director*)
Mr. Jin Guo Ping (*Deputy Managing Director*)

Non-Executive Director
Mr. Leung Shun Sang, Tony

Independent Non-Executive Directors
Mr. Kwong Che Keung, Gordon
Mr. Hui Hung, Stephen
Prof. Japhet Sebastian Law

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

:

<u>Shareholders of Ordinary Shares</u>	<u>No. of Shares</u>	<u>Approximate Percentage of Holding as at 18.02.2011</u>
Shougang Holding (Hong Kong) Limited ("Shougang Holding")	633,624,023 (Notes 1 & 2)	48.91%
Wheeling Holdings Limited ("Wheeling")	633,624,023 (Notes 1 & 2)	48.91%
Shougang Concord Grand (Group) Limited ("Shougang Grand")	633,624,023 (Notes 1 & 2)	48.91%
Upper Nice Assets Ltd. ("Upper Nice")	633,624,023 (Notes 1 & 2)	48.91%
Keywise Capital Management (HK) Limited	74,988,000 (Note 1)	5.79%

Notes:

1. It represents the interests as recorded in the register kept by the Company under Section 336 of Securities and Futures Ordinance.
2. Upper Nice is an indirect wholly-own subsidiary of Shougang Grand. Shougang Grand was held as to approximately 37.36% by Wheeling, a wholly-owned subsidiary of Shougang Holding. Accordingly, all these corporation is deemed to be interested in the shares capital of the Company as those of Upper Nice under the SFO.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company : Shougang Concord Grand (Group) Limited

Financial year end date : 31st December

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

Head office and principal place of business : Unit 1-7, 20/F., Kodak House II
39 Healthy Street East, North Point
Hong Kong

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

Share registrar	: <i>Bermuda Principal Registrar</i> HSBC Securities Services (Bermuda) Limited <i>Hong Kong Branch Share Registrar and Transfer Office</i> Tricor Standard Limited
Auditors	: Deloitte Touche Tohmatsu

B. Business activities

The Group is principally engaged in the digital content business, encompassing creation, production and distribution of digital contents.

C. Ordinary shares

Number of ordinary shares in issue	: 1,295,255,540
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: <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	: N/A
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).

Share options (unlisted) : 38,070,000 share options were granted by the Company on 30 October 2007 at the exercise price of HK\$2.75 per share and 25,570,000 share options remain outstanding as at the date of this form.

58,250,000 share options were granted by the Company on 14 December 2010 at the exercise price of HK\$0.87 per share and 58,250,000 share options remain outstanding as at the date of this form.

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

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 or deceptive 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 by Chen Zheng

for himself and as the lawful attorney of
each of the other directors of the Company,
including
Li Shaofeng,
Jin Guo Ping,
Leung Shun Sang, Tony,
Kwong Che Keung, Gordon
Hui Hung, Stephen and
Japhet Sebastian Law

Chen Zheng

NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*