
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

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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,
PROPOSED APPOINTMENT OF AUDITOR AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice of the annual general meeting (the “AGM”) is contained in this circular. Whether or not you are able to attend the AGM, 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 Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for holding the AGM 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 AGM 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 GEM 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 websites of The Stock Exchange of Hong Kong Limited at <http://www.hkexnews.hk> on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and on the Company’s website at <http://www.gdc-world.com>.

No refreshment and corporate gifts will be provided at the AGM.

25 April 2025

* For identification purpose only

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized 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.

Given that the companies listed on GEM are generally small and mid-sized companies, 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

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

“AGM”	the annual general meeting of the Company to be held at 7th Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong on Friday, 23 May 2025 at 11:00 a.m. or any adjournment thereof
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors of the Company
“Bye-laws”	the bye-laws of the Company as amended from time to time
“close associate(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Company”	Global Digital Creations Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on GEM
“controlling shareholder(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“core connected person(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	GEM 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
“Group”	the Company and its subsidiaries
“HK\$”	the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Non-executive Director(s)”	the independent non-executive Director(s)

DEFINITIONS

“Issue Mandate”	the proposed general mandate to be granted to the Directors to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution granting such mandate
“Latest Practicable Date”	22 April 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Nomination Committee”	the nomination committee of the Board
“Remuneration Committee”	the remuneration committee of the Board
“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 (excluding treasury shares) as at the date of passing of the resolution approving the repurchase mandate
“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
“Shougang Hong Kong”	Shougang Holding (Hong Kong) Limited, a company incorporated in Hong Kong with limited liability
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning as ascribed to it under the SFO
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission, as amended from time to time
“treasury shares”	has the same meaning ascribed to it under the GEM Listing Rules
“%”	per cent

LETTER FROM THE BOARD



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. Xu Liang (*Chairman*)

Mr. Feng Xianhuai (*Managing Director*)

Mr. He Peng (*Deputy Managing Director*)

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Non-executive Director:

Mr. Chen Zheng (*Deputy Chairman*)

Head Office and Principal Place

of Business in Hong Kong:

Independent Non-executive Directors:

Mr. Lam Yiu Kin

Mr. Zheng Xiaodong

Ms. Wu Chunhua

Ms. Yang Siwei

5/F., Bank of East Asia Harbour View Centre,

56 Gloucester Road

Wan Chai

Hong Kong

25 April 2025

To the Shareholders

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED APPOINTMENT OF AUDITOR AND
NOTICE OF AGM**

1. INTRODUCTION

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

* For identification purpose only

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

(a) Issue Mandate

The existing general mandates to issue Shares will lapse at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant an Issue Mandate to the Directors. Based on 1,503,309,540 issued Shares (excluding treasury shares, if any) as at the Latest Practicable Date and assuming that no further Shares are issued and no Shares are repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the Directors will be able to allot, issue and deal with (including the sale or transfer of treasury shares out of treasury, if any) up to a total of 300,661,908 Shares if the Issue Mandate is granted at the AGM. In addition, an ordinary resolution will also be proposed to the Shareholders to consider and, if thought fit, approve the extension of the Issue Mandate by adding to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Issue Mandate the number of Shares repurchased under the Repurchase Mandate, if granted.

(b) Repurchase Mandate

The existing mandates to repurchase Shares will lapse at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors. Based on 1,503,309,540 issued Shares (excluding treasury shares, if any) as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the Directors would be authorised to repurchase up to a maximum of 150,330,954 Shares, representing 10% of the issued Shares(excluding treasury shares, if any) as at the date of the AGM.

If the Issue Mandate and Repurchase Mandate are granted at the AGM, which will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the revocation or variation of the ordinary resolution to approve such mandate 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 AGM.

LETTER FROM THE BOARD

3. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to clause 87(2) of the Bye-laws Mr. Xu Liang and Mr. Chen Zheng shall retire from office by rotation at the AGM and, being eligible, shall offer themselves for re-election.

Pursuant to clause 86(2) of the Bye-laws, Mr. Feng Xianhuai, Mr. He Peng and Ms. Yang Siwei shall hold office until the AGM and, being eligible, offer themselves for re-election at the AGM.

Recommendations to the Board for the proposal for re-election of each of Mr. Xu Liang, Mr. Feng Xianhuai and Mr. He Peng as an executive Director, Mr. Chen Zheng as a non-executive Director and Ms. Yang Siwei as an Independent Non-Executive Director and were made by the Nomination Committee, after having considered a range of diversity perspectives including but not limited to gender, language, cultural and educational background, professional experience and length of service, as set out in the board diversity policy and the nomination policy of the Company.

At the AGM, ordinary resolutions will be put forward to the Shareholders in relation to the proposed re-election of each of Mr. Xu Liang, Mr. Feng Xianhuai and Mr. He Peng as an executive Director, Mr. Chen Zheng as non-executive Director and Ms. Yang Siwei as an Independent Non-Executive Director.

Details of the retiring Directors to be re-elected at the AGM are set out in Appendix II to this circular.

Recommendation of the Nomination Committee with respect to the Independent Non-executive Director subject to Re-election at the AGM

The Nomination Committee had assessed and reviewed the annual confirmation of independence provided by Ms. Yang Siwei, who has offered herself for re-election at the AGM, based on the factors for assessing the independence as set out in Rule 5.09 of the GEM Listing Rules and are satisfied that she remains independent.

In addition, the Nomination Committee had evaluated her performance and is of the view that she has provided valuable contributions to the Company and has demonstrated her abilities to provide independent, balanced and objective view to the Company's affairs. Ms. Yang Siwei also brought to the Board her own perspective, skills and experience, as further described in her biography in Appendix II to this circular.

Based on the board diversity policy adopted by the Company, the Nomination Committee considered that Ms. Yang Siwei can contribute to the diversity of the Board, in particular, with her educational background and extensive experience in brand management and corporate management.

Further information about the process used for identifying the individual as well as the attendance records of the retiring Directors at the meetings of the Board and/or its committees and the general meeting of the Company is disclosed in the corporate governance report of the Company's annual report.

Therefore, with the recommendation of the Nomination Committee, the Board recommend that Ms. Yang Siwei should be re-elected as an Independent Non-executive Director at the AGM.

LETTER FROM THE BOARD

4. PROPOSED APPOINTMENT OF AUDITOR OF THE COMPANY

Reference is made to the Company's announcement "Proposed change of auditor" dated 10 April 2025 in relation to the retirement of PricewaterhouseCoopers ("PwC") as the auditor of the Company at the conclusion of the AGM and the proposed appointment of RSM Hong Kong ("RSM Hong Kong") as the new auditor of the Company.

PwC has been holding office as auditor of the Company since 12 December 2019. The Board is of the view that, as a good corporate governance measure, the Company should consider rotation of its auditor after an appropriate period of time. Such rotation would enhance the independence of the external audit on the Company and would be in the best interest of the Company and its Shareholders as a whole. In addition, PwC has been informed that the proposed audit fee may not be competitive as compared to fee proposals submitted by other accounting firms, after the consideration of current scale of the Company's operations and its cost control measures.

The Board has therefore resolved, with the recommendation of the Audit Committee, to propose the appointment of RSM Hong Kong as the new auditor of the Company effective immediately following the retirement of PwC at the conclusion of the AGM, subject to the approval of Shareholders at the AGM.

The Board has confirmed that there is no disagreement between PwC and the Company, and there are no matters in respect of the proposed change of auditor that need to be brought to the attention of the Shareholders.

5. AGM

A notice convening the AGM is set out on pages 15 to 18 of this circular. The AGM will be held at 7th Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong on Friday, 23 May 2025 at 11:00 a.m. for the purpose of considering and, if thought fit, approving the resolutions as set out therein.

A form of proxy for the AGM is enclosed herewith. Whether or not you are able to attend the AGM, 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 Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, 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 AGM 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 AGM or any adjourned meeting (as the case may be) should you so wish.

LETTER FROM THE BOARD

To ascertain the Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 20 May 2025 to Friday, 23 May 2025, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the entitlement to attend and vote at the AGM, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Monday, 19 May 2025.

6. 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 AGM shall be voted by poll.

7. RECOMMENDATION

The Directors consider that (i) proposed granting Issue Mandate, the Repurchase Mandate and the Extension Mandate; (ii) re-election of retiring Directors; and (iii) proposed appointment of new auditor of the Company are in the best interest of the Company and the Shareholders or a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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.

Yours faithfully,
For and on behalf of
Global Digital Creations Holdings Limited
Xu Liang
Chairman

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

1. SHAREHOLDER 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. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, there were a total of 1,503,309,540 Shares in issue. Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and assuming that no further Shares are issued and no Shares are repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the Directors would be authorised to repurchase up to a maximum of 150,330,954 Shares, representing 10% of the issued Shares (excluding treasury shares) as at the date of the AGM, up to the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the revocation or variation of the ordinary resolution to approve such mandate by any ordinary resolution of the Shareholders in a general meeting.

3. 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 repurchase 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.

4. 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 2024. 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.

5. GENERAL

- (a) None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates have any present intention, in the event that the Repurchase Mandate is approved by the Shareholders to sell the Shares to the Company.
- (b) The Directors will exercise the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of Bermuda. Neither this explanatory statement nor the proposed share repurchase has any unusual features.
- (c) If as a result of the share repurchase, a Shareholder's proportionate interest in the voting rights of the 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 the 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, Shougang Hong Kong through its subsidiary was interested in approximately 41.18% of the issued share capital of the Company (excluding treasury shares). 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 Shougang Hong Kong through its subsidiary in the issued share capital of the Company will increase to approximately 45.76%. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with the Takeovers Code or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the GEM Listing Rules. On the basis of the current shareholding in the Company held by Shougang Hong Kong, the Directors are not aware of any consequences which the exercise in full of the Repurchase Mandate would have under the Takeovers Code.

- (d) The Company had 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 core connected person has notified the Company that he or she has a present intention to sell Shares to the Company, and no core connected person has undertaken not to sell any Shares held by him or her of it 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:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2024		
March	0.085	0.066
April	0.080	0.052
May	0.088	0.061
June	0.085	0.065
July	0.072	0.052
August	0.068	0.041
September	0.100	0.060
October	0.115	0.072
November	0.086	0.060
December	0.088	0.067
2025		
January	0.080	0.062
February	0.086	0.062
March	0.072	0.050
April (up to the Latest Practicable Date)	0.065	0.053

APPENDIX II DETAILS OF RETIRING DIRECTORS FOR RE-ELECTION

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

EXECUTIVE DIRECTOR

Mr. Xu Liang

Mr. Xu, aged 59, is a senior accountant, graduated from Fudan University and obtained a bachelor's degree in statistics and a master's degree in business administration from Tsinghua University. Mr. Xu has been the Chairman of the Board of Directors, the Chairman of each of the Executive Committee and the nomination committee and the Vice Chairman of the remuneration committee (the "Remuneration Committee") of the Company between June 2017 and July 2018 and since June 2021, and an Executive Director and a member of each of the Executive Committee, the Nomination Committee and the Remuneration Committee since June 2017. Mr. Xu joined Shougang Group Co., Ltd. ("Shougang Group"), the ultimate holding company of Shougang Holding (Hong Kong) Limited ("Shougang Hong Kong") in 1988 and held various senior positions. He is the managing director of Shougang Hong Kong and an executive director of Shoucheng Holdings Limited ("Shoucheng Holdings"), Shoucheng Holdings is listed on the Stock Exchange. Shougang Group and Shougang Hong Kong are substantial shareholders of the Company within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong. Mr. Xu has extensive experience in management. He was a chairman and an executive director of Capital Industrial Financial Services Group Limited (formerly known as "Shougang Concord Grand (Group) Limited") ("Capital Financial") which is listed on Stock Exchange.

Mr. Xu has entered into a service contract with the Company for a term of three years commencing from 1 January 2023, his term of office is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws. Under the service contract, Mr. Xu is entitled to a discretionary bonus as may be determined by the Board or its delegated committee(s) from time to time with reference to the prevailing market conditions, the performance of the Group as well as his individual performance. Mr. Xu has voluntarily declined any director's salary, he has not received any discretionary bonus for the year ended 31 December 2024.

Save as disclosed above, Mr. Xu has no other relationship with any Directors, senior management, substantial or controlling Shareholders 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. Xu did not have any interests in the Shares within the meaning of Part XV of the SFO.

In relation to Mr. Xu's re-election as a Director, there are no other matters which need to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to the requirements of the provisions under Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Feng Xianhuai

Mr. Feng, aged 45, is a senior Economist, he holds a bachelor's degree in Economics from Zhongnan University of Economics and Law. Mr. Feng was appointed as an Executive Director, the Managing Director and a member of the Executive Committee of the Company in August 2024. Mr. Feng joined Shougang Group, the ultimate holding company of Shougang Hong Kong in August 2002 and held various senior positions in Shougang Group's subsidiaries. Mr. Feng has extensive experience in corporate management and financial management. Currently, he is a deputy general manager of Shougang Hong Kong. Shougang Hong Kong is a substantial shareholder of the Company within the meaning of Part XV of the SFO.

Mr. Feng has entered into a service contract with the Company for a term from 3 August 2024 to 31 December 2026. Pursuant to the Bye-Laws, Mr. Feng will hold office until the AGM, at which time he will be eligible for re-election. Thereafter, he will be subject to retirement by rotation at an annual general meeting of the Company. Pursuant to his Service Contract, Mr. Feng has voluntarily declined any director's salary. He is entitled to a discretionary bonus as may be determined by the Board or its delegated committee(s) from time to time with reference to the then prevailing market conditions, the performance of the Group as well as his individual performance. Mr. Feng has not received any discretionary bonus for the year ended 31 December 2024.

Save as disclosed above, Mr. Feng has no other relationship with any Directors, senior management, substantial or controlling Shareholders 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. Feng did not have any interests in the Shares within the meaning of Part XV of the SFO.

In relation to Mr. Feng's re-election as a Director, there are no other matters which need to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to the requirements of the provisions under Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. He Peng

Mr. He Peng, aged 47, is a senior economist. He graduated from Chengdu University of Technology in 2001, majoring in information engineering and holds a master's degree in economics from Kurume University in Japan. Mr. He was appointed as an Executive Director, the Deputy Managing Director and a member of the Executive Committee of the Company in April 2025.

Mr. He joined Shougang Group in 2001 to engage in professional management work and has held senior management positions in a number of subsidiaries of Shougang Group. Mr. He has extensive experience in investment and corporate management. He is currently a general manager of new industry department of Shougang Hong Kong.

Mr. He has entered into a service contract with the Company for a term from 15 April 2025 to 31 December 2027. Pursuant to the Bye-Laws, Mr. He will hold office until the AGM, at which time he will be eligible for re-election. Thereafter, he will be subject to retirement by rotation at an annual general meeting of the Company. Pursuant to his Service Contract, Mr. He is entitled to receive a salary of HK\$1,560,000 per annum. He is entitled to a discretionary bonus as may be determined by the Board or its delegated committee(s) from time to time with reference to the then prevailing market conditions, the performance of the Group as well as his individual performance.

Save as disclosed above, Mr. He has no other relationship with any Directors, senior management, substantial or controlling Shareholders 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. He has beneficial interests of 2,142,000 Shares, representing approximately 0.14% of the total number of issued Shares, within the meaning of Part XV of the SFO.

In relation to Mr. He's re-election as a Director, there are no other matters which need to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to the requirements of the provisions under Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

NON-EXECUTIVE DIRECTOR

Mr. Chen Zheng

Mr. Chen Zheng, aged 65, is an 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 and the Chief Executive Officer of the Company in February 2005. He was re-designated as the Deputy Chairman of the Board and a Non-executive Director in December 2018. He also serves as an executive director of Greater China Financial Holdings Limited and an independent non-executive director of Jiu Rong Holdings Limited, both of which are companies listed on the Stock Exchange. Mr. Chen was the managing director of operations of Capital Financial. He has extensive experience in investing business and corporate management.

Mr. Chen has entered into a letter of appointment with the Company for a term of three years commencing from 11 December 2023. His term of office is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws. Under the letter of appointment, Mr. Chen is entitled to receive a Director's fee of which has been determined with reference to his experience and duties as well as the then prevailing market conditions. For the year ended 31 December 2024, the Director's fee received by Mr. Chen amounted to HK\$150,000.

Save as disclosed above, Mr. Chen has no other relationship with any Directors, senior management, substantial or controlling Shareholders 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 185,988,200 Shares, representing approximately 12.37% of the total number of issued Shares, within the meaning of Part XV of the SFO.

In relation to Mr. Chen's re-election as a Director, there are no other matters which need to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to the requirements of the provisions under Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTOR**Ms. Yang Siwei**

Ms. Yang, aged 40, she holds a bachelor's degree in directing from the Department of Directing and Acting at the Communication University of China and an executive master's degree in business administration from the National School of Development at Peking University. She was appointed as independent non-executive Director in August 2024. Ms. Yang has extensive experience in brand management and corporate management. She worked as an artiste manager for Orange Sky Entertainment Group and the publicity director and deputy general manager of Fan Bingbing Studio, she had founded and operated a garment brand. She is currently the chairman of the board of Easy Entertainment* (北京壹心文化傳媒有限公司).

Ms. Yang has entered into a letter of appointment with the Company for a term commencing from 19 August 2024 and expiring on 31 December 2026. Pursuant to the Bye-Laws, Ms. Yang will hold office until the AGM, at which time she will be eligible for re-election. Thereafter, she will be subject to retirement by rotation at an annual general meeting of the Company. Under the letter of appointment, Ms. Yang is entitled to receive Director's fee of which has been determined with reference to her experience and duties as well as the then prevailing market conditions. For the year ended 31 December 2024, the Director's fee received by Ms. Yang amounted to HK\$55,242.

Save as disclosed above, Ms. Yang has no other relationship with any Directors, senior management, substantial or controlling Shareholders 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. Yang did not have any interests in the Shares within the meaning of Part XV of the SFO.

In relation to Ms. Yang's re-election as a Director, there are no other matters which need to be brought to the attention of the Shareholders and there is no information to be disclosed pursuant to the requirements of the provisions under Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

* For identification purpose only

NOTICE OF AGM



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 7th Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong on Friday, 23 May 2025, at 11:00 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 2024.
2. To re-elect Mr. Xu Liang as an executive director of the Company.
3. To re-elect Mr. Feng Xianhuai as an executive director of the Company.
4. To re-elect Mr. He Peng as an executive director of the Company.
5. To re-elect Mr. Cheng Zheng as a non-executive director of the Company.
6. To re-elect Ms. Yang Siwei as an independent non-executive director of the Company.
7. To authorise the board of directors (the “Board”) of the Company to fix the remuneration of the directors of the Company (the “Directors”).
8. To appoint RSM Hong Kong as the auditor of the Company and to authorise the Board to fix their remuneration.

* For identification purpose only

NOTICE OF AGM

AS SPECIAL BUSINESS

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

ORDINARY RESOLUTIONS

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with shares (including any sale or transfer of treasury shares (as defined under the Rules Governing the Listing of Securities on GEM) 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 sold or transferred out of treasury) or agreed conditionally or unconditionally to be allotted (or sold or transferred out of treasury) (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 (as defined below); (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 (excluding treasury shares, if any) 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
- (iii) the revocation or variation of this resolution by any ordinary resolution of the shareholders of the Company in a general meeting.

NOTICE OF AGM

“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).”

10. 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 (as defined below) of all the powers of the Company to repurchase issued shares in the capital of the Company on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “Securities and Futures Commission”) and the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or any other stock exchange as amended from time to time and all applicable laws in this regard, 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 (excluding treasury shares, if any) as at the date of passing this resolution, and the authority pursuant to paragraph (a) shall be limited accordingly; 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
- (iii) the revocation or variation of this resolution by any ordinary resolution of the shareholders of the Company in a general meeting.”

NOTICE OF AGM

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

“THAT

conditional upon resolutions 9 and 10 above being passed (with or without amendments), the general mandate referred to in resolution 9 above be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted, issued or dealt with (or sold or transferred out of treasury) or agreed to be allotted, issued or dealt with (or sold or transferred out of treasury) by the Directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of shares bought back by the Company pursuant to the general mandate referred to in resolution 10 above provided that such amount shall not exceed 10% of the aggregate nominal amount of the existing issued share capital of the Company (excluding treasury shares, if any) as at the date of the passing of this resolution.”

By Order of the Board
Global Digital Creations Holdings Limited
Xu Liang
Chairman

Hong Kong, 25 April 2025

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 common seal or under the hand of any officer or attorney duly authorised to sign the same.
- (3) The register of members of the Company will be closed from Tuesday, 20 May 2025 to Friday, 23 May 2025, 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 Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. (H.K. time) on Monday, 19 May 2025.
- (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 deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the above 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 above 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 at the above meeting, 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 alone be entitled to vote in respect thereof.
- (7) No refreshment and corporate gifts will be provided at the above meeting.

As at the date of this notice, the Board comprises Mr. Xu Liang (Chairman), Mr. Feng Xianhuai (Managing Director) and Mr. He Peng (Deputy Managing Director) as Executive Directors; Mr. Chen Zheng (Deputy Chairman) as a Non-executive Director; Mr. Lam Yiu Kin, Mr. Zheng Xiaodong, Ms. Wu Chunhua and Ms. Yang Siwei as Independent Non-executive Directors.