環球數碼創意控股有限公司*

GLOBAL DIGITAL CREATIONS HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 8271)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Global Digital Creations Holdings Limited (the "Company") will be held at Plaza V, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 17 February 2009 at 10:30 a.m. for the purpose of considering, and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

(1) "**THAT**

(a) the conditional agreement (the "Agreement") dated 23 December 2008 entered into between GDC Holdings Limited (the "Lender"), a wholly-owned subsidiary of the Company, Southern International Limited (the "Borrower") and Keen Front Group Limited, a copy of which is tabled at the meeting and marked "**A**" and initialled by the chairman of the meeting for identification purpose, pursuant to which the Lender agreed to, and/or procure its designated companies to, make available to the Borrower and/or its designated companies, a loan of RMB100 million be and is hereby approved, ratified and confirmed;

(b) conditional upon the shareholders of the Company having approved the Agreement, the directors of the Company are hereby authorized at their discretions to exercise the call options (the "Call Options") granted by the Borrower to the Lender and/or its designated companies pursuant to the Agreement, subject to the aggregate of the exercise price of the Call Options shall not exceed an amount of RMB118 million; and

(c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the Agreement and the exercise of the Call Options."

(2) "**THAT**

(a) the conditional agreement (the "Disposal Agreement") dated 9 January 2009 entered into between 環球數碼媒體科技研究（深圳）有限公司 (Institute of Digital Media Technology (Shenzhen) Limited) ("Shenzhen IDMT"), a wholly-owned subsidiary of the Company, and 中國電影集團公司 (China Film Group Corporation) ("China Film"), a copy of which is tabled at the meeting and marked "**B**" and initialled by the chairman of the meeting for identification purpose, pursuant to which Shenzhen IDMT agreed to dispose 445 units of digital cinema equipment and related accessories to China Film for cash at a total consideration of RMB223,791,600 be and is hereby approved, ratified and confirmed; and

(b) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the Disposal Agreement."

(3) "**THAT** Dr. Japhet Sebastian Law be and is hereby re-elected as an independent non-executive director of the Company."

By Order of the Board
Global Digital Creations Holdings Limited
Cao Zhong
Chairman

23 January 2009

Note: 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 registrars and transfer office of the Company, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case may be).

As at the date of this announcement, the board of directors of the Company comprises Mr. Cao Zhong (Chairman), Mr. Chen Zheng (Managing Director), Mr. Jin Guo Ping (Deputy Managing Director), Ms. Lu Yi, Gloria (Deputy Managing Director), Mr. Leung Shun Sang, Tony (Non-executive Director), Mr. Kwong Che Keung, Gordon (Independent Non-executive Director), Mr. Hui Hung, Stephen (Independent Non-executive Director) and Dr. Japhet Sebastian Law (Independent Non-executive Director).

This announcement, 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 ("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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and at the Company's website at www.gdc-world.com.

** For identification purpose only*