
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, 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 circular.

This circular for which the directors (the “Directors”) of Global Digital Creations Holdings Limited collectively and individually accept full responsibility, including particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market 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: (i) the information contained in this circular is accurate and complete in all material aspects and not misleading; (ii) there are no other matters the omission of which would make any statement herein misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration on the basis and assumptions of reasonableness and fairness.

If you are in any doubt as to the aspect of this circular or as to the action to be taken, you should immediately 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 the Company, you should at once hand this circular 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 transferee.



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)

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS

AMENDMENTS TO THE BYE-LAWS AND NOTICE OF ANNUAL GENERAL MEETING

A notice of the annual general meeting to be held at JW Marriott Ballroom, Level 3, JW Marriot Hotel Hong Kong, Pacific Place, 88 Queenway, Hong Kong on 26 May 2006 at 10:00 a.m. is set out on pages 18 to 24 of this circular. A form of proxy for use by the Shareholders at the AGM is enclosed. Whether or not you intend to attend and vote at the AGM in person, please complete the form of proxy enclosed in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Standard Registrars Limited at Level 25, Three Pacific Place, 1 Queen’s Road East, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of posting and on the Company’s website at www.gdc-world.com.

28 April 2006

* For identification purpose only

CHARACTERISTICS OF GEM

The Growth Enterprise Market of The Stock Exchange Hong Kong Limited (“GEM”) has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by The Stock Exchange of Hong Kong Limited. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

CONTENTS

	<i>Page</i>
Definitions	1-2
Letter from the Board	3-7
Appendix I — Explanatory statement	8-12
Appendix II — Details of retiring Directors proposed to be re-elected	13-17
Notice of Annual General Meeting	18-24

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at JW Marriott Ballroom, Level 3, JW Marriot Hotel Hong Kong, Pacific Place, 88 Queenway, Hong Kong on 26 May 2006 at 10:00 a.m. or any adjournment thereof
“associates”	has the same meaning as ascribed to it under the GEM Listing Rules
“Board”	the board of Directors or a duly authorised committee thereof for the time being
“Bye-laws”	the bye-laws of the Company as may be amended from time to time
“Company”	Global Digital Creations Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on GEM
“Directors”	the directors of the Company for the time being
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as may be amended, modified or supplemented from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	21 April 2006, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the notice convening the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.01 each in the capital of the Company (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)

DEFINITIONS

“Share Issue Mandate”	a general mandate to the Directors to exercise the power of the Company to allot, issue and deal with Shares during the period as set out in the Ordinary Resolution no. 4(B) up to 20% of the issued share capital of the Company as at the date of passing the Ordinary Resolution no. 4(B)
“Share Repurchase Mandate”	a general mandate to the Directors to exercise the power of the Company to repurchase Shares during the period as set out in the Ordinary Resolution no. 4(A) up to 10% of the issued share capital of the Company as at the date of passing the Ordinary Resolution no. 4(A)
“Share Repurchase Rules”	the relevant rules set out in the GEM Listing Rules to regulate the repurchase of shares by companies with primary listing of their own securities on GEM
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	as such term is defined under the GEM Listing Rules
“substantial shareholder”	as such term is defined under the GEM Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



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)

Non-executive Director:

Mr. Cao Zhong (*Chairman*)

Mr. Leung Shun Sang, Tony

Dr. David Deng Wei (*Vice-chairman*)

Executive Directors:

Mr. Chen Zheng (*Chief Executive Officer*)

Mr. Jin Guo Ping (*Vice President*)

Dr. Catherine Xu Qing (*Vice President*)

Independent non-executive Directors:

Mr. Gordon Kwong Che Keung

Mr. Bu Fan Xiao

Mr. Stephen Hui Hung

Registered office:

Clarendon House

Church Street

Hamilton HM 11

Bermuda

*Head office and principal place
of business in Hong Kong:*

6/F., Bank of East Asia

Harbour View Centre

56 Gloucester Road

Wanchai, Hong Kong

28 April 2006

To the Shareholders,

Dear Sir/Madam,

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES RE-ELECTION OF DIRECTORS

AMENDMENTS TO THE BYE-LAWS AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

This circular is issued with the purpose of giving you information regarding the proposed renewal of the general mandates to allot, issue and deal with Shares and to repurchase Shares, the proposed re-election of retiring Directors of the Company, the amendment to the Bye-laws and to seek your approval of the relevant Ordinary Resolutions or special resolution, as the case may be, relating to these matters at the AGM.

* For identification purpose only

LETTER FROM THE BOARD

This circular contains, amongst other things, the explanatory statement, details of retiring Directors proposed to be re-elected and details of auditors proposed to be appointed in compliance with the GEM Listing Rules Governing the GEM and to give all the information reasonably necessary to enable Shareholders of the Company to make an informed decision on whether to vote for or against the resolutions.

PROPOSED GRANT OF GENERAL MANDATES

At the annual general meeting of the Company held on 30 May 2005, Ordinary Resolutions were passed to, among other things, grant the general mandates to the Directors (i) to repurchase Shares, the aggregate nominal amount of which does not exceed 10% of the aggregate nominal amount of the issued share capital of the Company on 30 May 2005; and (ii) to allot and issue and otherwise deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company on 30 May 2005 and the nominal amount (up to a maximum of 10% of aggregate nominal amount of the Company's issued share capital) of any Shares repurchased by the Company.

No Shares were issued pursuant to the general mandate to allot and issue and otherwise deal with Shares granted to the Directors at the annual general meeting of the Company held on 30 May 2005. Neither the Company nor any of its subsidiaries has purchased, sold, redeemed any of the Company's listed securities during the year ended 31 December 2005.

These general mandates will lapse at the conclusion of the AGM.

Share Repurchase Mandate

At the forthcoming AGM, an Ordinary Resolution will be proposed in respect of the granting to the Directors of the Share Repurchase Mandate, in the terms set out in the notice of the AGM, to exercise the powers of the Company to repurchase its own securities on GEM at any time during the period ended on the earliest of (i) the conclusion of the next annual general meeting of the Company, (ii) the date upon which such authority is revoked or varied at a general meeting of the shareholders and (iii) the date by which the next annual general meeting of the Company is required to be held by laws or the bye-laws. The aggregate nominal amount of Shares to be purchased pursuant to the Share Repurchase Mandate shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing the relevant resolution.

Share Issue Mandate

At the AGM, an Ordinary Resolution will also be proposed to renew the general mandate granted to the Directors to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing the relevant resolution, and adding to such general mandate so granted to the Directors any Shares representing the aggregate nominal amount of the Shares repurchased by the Company after the granting of the Share Repurchase Mandate.

LETTER FROM THE BOARD

Explanatory Statement

An explanatory statement containing all relevant information relating to the proposed Share Repurchase Mandate is set out in the Appendix I to this circular. The information in the explanatory statement is provided to you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Share Repurchase Mandate.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with the bye-laws of the Company, Messrs. Bu Fan Xiao, Leung Shun Sang, Tony, Stephen Hui Hung, Jin Guo Ping, Dr. Catherine Xu Qing and Dr. David Deng Wei will retire at the Company's forthcoming AGM and, being eligible, offer themselves for re-election.

Brief biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

AMENDMENTS TO THE BYE-LAWS

A special resolution will also be proposed at the AGM to amend the Bye-laws to, among other things, ensure compliance with the Code on Corporate Governance Practices.

Following a review of the Company's corporate governance practices with reference to the Code on Corporate Governance Practices as set out in Appendix 15 of the GEM Listing Rules (the "**Code**"), the Directors proposed to amend the Bye-laws at the Annual General Meeting to ensure compliance with the Code. Pursuant to Code Provision A.4.2, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. Accordingly, the Bye-laws will also be amended to specify that notwithstanding any other provisions in the Bye-laws of the Company, at each annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not three or a multiple of three, the number nearest to but not less than, instead of not greater than, one-third) shall retire from office by rotation. As a result of the said proposed amendment, every Director will be subject to retirement by rotation at least once every three years in compliance with the Code Provision A.4.2.

Code Provision A.4.2 also provides that all directors appointed to fill a causal vacancy should be subject to election by shareholders at the first general meeting after their appointment. Accordingly, the Bye-laws will be amended to specify that any Director appointed to fill a casual vacancy shall hold office until the next following general meeting, instead of the next following annual general meeting.

Code Provision E.2.1 provides that pursuant to Rule 17.47(4) of the GEM Listing Rules, the chairman of a general meeting of the Company and/or directors who, individually or collectively, hold proxies in respect of shares representing 5% or more of the total voting rights at a particular meeting shall demand a poll in certain circumstances where, on a show of hands, a meeting votes in the opposite manner to that instructed in those proxies. Accordingly, the Bye-laws will be amended to reflect the provisions of Code Provision E.2.1.

LETTER FROM THE BOARD

The Bye-laws will also be amended to allow a resolution in writing signed by the majority of the Directors be treated as a valid and effective resolution as if passed at a meeting of the Board duly convened and held.

AGM

The notice for the AGM is contained in this circular.

ACTION TO BE TAKEN

The proxy form for use at the AGM is enclosed with the annual report of the Company for the year ended 31 December 2005. Whether or not you intend to attend the AGM (or any adjournment thereof), you are requested to complete the accompanying proxy form and return it to the Company's Hong Kong branch share registrar and transfer office, Standard Registrars Limited at Level 25, Three Pacific Place, 1 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM if they so wish.

RIGHT TO DEMAND A POLL

Subject to the requirements under the GEM Listing Rules, pursuant to existing bye-law 66 of the bye-laws of the Company, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is duly demanded. A poll may be demanded by:

- (a) by the chairman of such meeting; or
- (b) by at least three members present in person (or in the case of a member being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) by a member or members present in person (or in the case of a member being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or
- (d) by a member or members present in person (or in the case of a member being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a members or in the case of a member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a member.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the general mandates to issue and repurchase Shares, the re-election of the retiring Directors, the amendments to the Bye-laws are in the interest of the Company as well as its Shareholders and so recommend you to vote in favour of the relevant resolutions at the forthcoming AGM.

Yours faithfully,
By Order of the Board
Chen Zheng
Executive Director

This Appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide all the information reasonably necessary to enable Shareholders to make an informed decision on whether to approve the Share Repurchase Mandate. For the purpose of this Appendix, the term “Shares” shall be as defined in the Code on Share Repurchases within the Takeovers Code to mean shares of all classes and securities which carry a right to subscribe for or purchase shares.

1. GEM LISTING RULES FOR REPURCHASES OF SHARES

The GEM Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid Shares on GEM subject to certain restrictions, the more important of which are summarized below:

(a) Shareholders’ approval

All proposed repurchase of securities of the Stock Exchange by a company with primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by special approval of a particular transaction.

(b) Share capital

Under the Share Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of the relevant resolution granting the Share Repurchase Mandate. The Company’s authority is restricted to purchase on GEM in accordance with the GEM Listing Rules. On 21 April 2006, being the Latest Practicable Date, there were in issue an aggregate of 800,820,000 Shares. Exercise in full of the Share Repurchase Mandate, on the basis that no further Shares would be issued or repurchased prior to the date of the AGM, would accordingly result in up to 80,082,000 Shares being repurchased by the Company representing 10% of the aggregate nominal amount of the issued share capital of the Company. The Shares repurchased by the Company shall, subject to applicable law, be automatically cancelled upon such repurchase.

(c) Reasons for repurchase

The Directors have no present intention to repurchase any Shares but consider that the Share Repurchase Mandate will provide the Company with the flexibility to make such repurchase as and when appropriate and is beneficial to the Company. Such repurchase may depend on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and its assets and/or its loss per Share. As compared with the financial position of the Company as at 31 December 2005 (being the date of its latest audited accounts), the Directors consider that there might be an adverse impact on the working capital and on the gearing position of the Company in the event that the Share Repurchase Mandate were to be made in full at any time during the proposed repurchase period. In the circumstance, the Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would have a material adverse impact on the working capital or gearing ratio of the Company.

(d) Funding of repurchase

Repurchase of the Shares will be funded out of funds legally available for such purpose in accordance with the memorandum and bye-laws of the Company and the applicable laws of Bermuda.

The Company is empowered by its memorandum and bye-laws to repurchase its Shares. The Bermuda law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the profits that would otherwise be available for distribution by way of dividend or the proceeds of a new issue of shares made for such purpose. The amount of premium payable on redemption may only be paid out of either the profits that would otherwise be available for distribution by way of dividend or out of the share premium of the Company. Under the Bermuda law, the repurchased shares will remain part of the authorised but unissued share capital.

(e) Connected persons

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquires, any of the associates (as defined in the GEM Listing Rules) of any of the Directors has any present intention, in the event that the proposed Share Repurchase Mandate is approved by the Shareholders, to sell the Shares to the Company.

At the Latest Practicable Date, no connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorised to make repurchase of Shares.

(f) Effect of Takeovers Code and minimum public float

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the register of Shareholders maintained by the Company pursuant to section 336 of the SFO showed that the Company has been notified of the following interests, being 5% or more of the Company's issued share capital:

Name of Shareholder	Number of Shares held	Capacity	Approximate percentage of existing shareholding	Approximate percentage of shareholding if the Share Repurchase Mandate is exercised in full
Shougang Holding (Hong Kong) Limited	658,466,023 (Note 1)	Interest in controlled corporation	82.22%	91.36%
Shougang Concord Grand (Group) Limited	658,466,023 (Note 1)	Interest in controlled corporation	82.22%	91.36%
Upper Nice Assets Ltd.	658,466,023 (Note 1)	Beneficial Interest	82.22%	91.36%
Li Baoku	58,000,000 (Note 2)	Personal Interest	7.24%	8.05%
Sotas Limited	55,544,102 (Note 3)	Beneficial Interest	6.94%	7.71%
Morningside CyberVentures Holdings Limited	55,544,102	Interest in controlled corporation (Note 2)	6.94%	7.71%
Biswick Holdings Limited	55,544,102	Interest in controlled corporation (Note 2)	6.94%	7.71%
Verrall Limited	55,544,102	Interest in controlled corporation (Note 2)	6.94%	7.71%
Verrall Enterprises Holdings Limited	55,544,102	Trustee	6.94%	7.71%
Mrs. Chan Tan Ching Fen	55,544,102	Founder of a trust (Note 2)	6.94%	7.71%

Note:

1. Upper Nice Assets Ltd. is an indirectly wholly-owned subsidiary of Shougang Concord Grand (Group) Limited which is regarded to be held as to approximately 41% by Shougang Holding (Hong Kong) Limited as recorded under the register of Shougang Concord Grand (Group) Limited kept under Section 336 of the SFO. The interests held by Upper Nice Assets Ltd. are included in the interests held by both of Shougang Concord Grand (Group) Limited and Shougang Holding (Hong Kong) Limited.

Upper Nice Assets Ltd. (as the grantor) and Shougang Concord Grand (Group) Limited (“Shougang”) (as the guarantor) granted the Put Options (as defined in the joint announcement of the Company and Shougang dated 25 August 2005) and whereby Upper Nice Assets Ltd. is obliged to purchase 58,000,000 shares of the Company, representing approximately 7.24% issued share capital of the Company at the exercise price of HK\$0.22 per share. On 5 November 2005, the 58,000,000 Options Shares have been transferred to Mr. Li Baoku at a price of HK\$0.20 per Option Share and the Put Option relating to such Option Shares have also been assigned to Mr. Li Baoku.

2. Mr. Li Baoku beneficially owns 58,000,000 shares of the Company. In the event that exercises the Put Option, Mr. Li Baoku shall be entitled to sell up to all of the Option Shares beneficially owned by Mr. Li Baoku at the Exercise Price HK0.22 and Upper Nice Assets Ltd. is obliged to purchase the 58,000,000 Option Shares of the Company in respect of which the Put Option is exercised at such Exercise Price.
3. The 55,544,102 Shares were held by Sotas Limited, a company incorporated in the BVI with limited liability and wholly owned by Morningside CyberVentures Holdings Limited. Meanwhile, Morningside CyberVentures Holdings Limited is wholly owned by Biswick Holdings Limited, which is in turn a wholly owned subsidiary of Verrall Limited in its capacity as trustee of a family trust established by Mrs. Chan Tan Ching Fen, who was taken to be interested in the Shares disclosed herein in her capacity as founder of the trust (as defined in the SFO) referred to above upon the listing of the Shares on GEM.

In the event that the Directors shall exercise in full the Share Repurchase Mandate, the total interests of the above Shareholders would be increased to approximately the respective percentages shown in the last column above and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Assuming that there is no issue of Shares in the Company between the Latest Practicable Date and the date of a repurchase, an exercise of the Share Repurchase Mandate whether in whole or in part will not result in less than the relevant prescribed minimum percentage of the Shares of the Company being held by the public as required by the Stock Exchange. The Directors have no intention to exercise the Share Repurchase Mandate to an extent as may result in a public shareholding of less than such prescribed minimum percentage.

2. SHARE PRICES

The monthly highest and lowest prices at which the Shares had traded on GEM during the 12 months preceding the Latest Practicable Date were as follows:

Month	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2005		
April	0.330	0.330
May	0.390	0.330
June	0.345	0.345
July	—	—
August	0.230	0.200
September	0.200	0.180
October	0.185	0.185
November	0.200	0.200
December	0.195	0.195
2006		
January	0.155	0.140
February	0.200	0.180
March	0.200	0.178

3. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Share Repurchase Mandate in accordance with the GEM Listing Rules, the applicable laws and regulations of Bermuda and the memorandum and bye-laws of the Company.

4. SHARE PURCHASE MADE BY THE COMPANY

The Company had not repurchased any of the Shares during the previous six months immediately preceding the Latest Practicable Date.

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

LEUNG SHUN SANG, TONY**Non-executive Director**

Mr. Leung Shun Sang, Tony (“Mr. Leung”) aged 62, holds a Master Degree in Business Administration of New York State University. He is non-executive Director of Shougang Concord International Enterprises Company Limited, Shougang Concord Grand (Group) Limited, Shougang Concord Technology Holdings Limited and Shougang Concord Century Holdings Limited, all of which are companies listed on the Main Board of The Stock Exchange of Hong Kong Limited. Mr. Leung is also the managing director of CEF Holdings Limited. He has extensive experience in areas of finance, investment and corporate management.

As at the latest practicable date, Mr. Leung does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company and was interested in 8,278,000 shares and 679 share options of Shougang Concord Grand (Group) Limited, an associated corporation of the Company.

Mr. Leung has entered into a service contract with the Company for a term of one year commencing from 1 December 2005 and ending on 30 November 2006 and is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the bye-laws of the Company. Mr. Leung will receive a director’s fee to be determined by the Board with reference to his duties and responsibilities. The policy of the Company on remuneration is based on the Directors’ experience, responsibility, workload and time devoted to the Company and its subsidiaries. Save as disclosed herein, there are no other benefits provided to Mr. Leung for his directorship in the Company.

In relation to the re-election of Mr. Leung as director, there are no information to be disclosed pursuant to any of the requirements of the provision under paragraphs 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules nor are there other matters that need to be brought to the attention of shareholders of the Company.

JIN GUO PING**Executive Director**

Mr. Jin Guo Ping (“Mr. Jin”), aged 47, senior economist, MBA degree of China Europe International Business School (CEIBS), occupies current social positions as follows: Chairman of China Animation Association, Syndic of China Film Producer’s Association and Vice President of China Film Association. Meanwhile, he also accepted as visiting professor in Animation School of Beijing Film Academy, Counselor of Animation School of Jinlin College of the Arts and Korea Animation Association.

From 1994 to 2005, Mr. Jin worked as Director of Shanghai Animation Film Studios, and Board Director in Shanghai Yilimei Animation Company Limited, Board Director in Shanghai Carton Culture Developing Co. Ltd. and Proprieter in “Cartoon King” magazine concurrently. Meanwhile, he also worked as Vice President in Shanghai Film Group Corporation, Vice Board Director in Shanghai United Film Chain Co., Ltd, Director of Shanghai Paradise Co. Ltd (2002-2004), General Manager in Shanghai Animation Film & TV (Group) (1999-2002) and Vice Chairman in Shanghai Television Station (1996-1999) concurrently. From 1995 to 2000, Mr. Jin worked as Syndic in International Animation Association (ASIFA), and accepted as appraiser in Ottawa International Animation Festival of Canada. He has extensive experience in animation and film industries.

In the last ten years, Mr. Jin had schemed and supervised the following animation films and teleplays, “The Lotus Lamp”, “Liang Shanbo and Zhu Yingtai”, “I’m Crazy about Music”, “Around The World in 80 Days” (Sino-German), “Gods of Honour Legend” “Segend of Sui Tang Hero”, “Snow White and Frog Prince”, “White Dove Island”, “Talent Inventor” (Sino-Australia) and “Detective Duck” (Sino-Canada).

Mr. Jin was appointed as vice president and director of the Company on 1 December 2005 and 6 February 2006 respectively. Mr. Jin has not entered into directors’ service contract with the Company and Mr. Jin will have no fixed term of service with the Company but will be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the bye-laws of the Company. Mr. Jin are not receiving any directors’ fee for his directorships but entitled to emoluments of RMB1,000,000 annually for his position as the Vice President with reference to his duties and responsibilities, experience, workload and time devoted to the Group.

As at the latest practicable date, Mr. Jin does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company and did not hold any directorship in any listed public companies in the last three years. Mr. Jin do not have any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

In relation to the re-election of Mr. Jin as director, there are no information to be disclosed pursuant to any of the requirements of the provision under paragraphs 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules nor are there other matters that need to be brought to the attention of shareholders of the Company.

DAVID DENG WAI**Non-executive Director**

Dr. David Deng Wei, male, aged 42, Chairman and Chief Executive Officer of 億陽集團. Dr. Deng holds a bachelor degree in Electronic Engineering, a master degree in Business Administration and a PhD. degree in Economics and is a senior engineer. He was a member of the Ninth and Tenth Committee of the Chinese People's Political Consultative Conference, Executive Committee Member of the National Federation of Industry and Commerce, Standing Committee Member of the National Federation of Youth, Vice Chairman of the Young Entrepreneur Association of the PRC. Dr. Deng was also one of the "Ten Most Outstanding Youth in the PRC" in its Tenth annual election and received a "May Labor Day" Excellent National Award.

Dr. Deng was appointed as a director of the Company on 11 April 2003. Dr. Deng has not entered into directors' service contract with the Company and Dr. Deng will have no fixed term of service with the Company but will be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the bye-laws of the Company. Dr. Deng will receive a director's fee to be determined by the Board with reference to his duties and responsibilities. The policy of the Company on remuneration is based on the Directors' experience, responsibility, workload and time devoted to the Company and its subsidiaries. Save as disclosed herein, there are no other benefits provided to Dr. Wei for his directorship in the Company.

As at the latest practicable date, Dr. Deng does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company and did not hold any directorship in any listed public companies in the last three years. Dr. Deng do not have any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

In relation to the re-election of Mr. Deng as director, there are no information to be disclosed pursuant to any of the requirements of the provision under paragraphs 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules nor are there other matters that need to be brought to the attention of shareholders of the Company.

BU FAN XIAO**Independent non-executive Director**

Mr. Bu Fan Xiao ("Mr. Bu"), aged 59, graduated from Zhejiang University in 1982 majoring in Chemical Engineering with Automation concentration, and was then an undergraduate culture researcher. Mr. Bu has over 20 years of experience in administrative management. Mr. Bu has been the vice-chancellor of Zhejiang University since 1992 and the chairman of Qware Technology Group Co. Ltd. since 1998.

Mr. Bu is independent of and not connected with any Directors, chief executive or substantial shareholders of the Company or its subsidiaries or any of their respective associates. In addition, he does not have any interests in the shares or underlying shares of the Company with the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Bu has entered into a service contract with the Company for a term of one year commencing from 30 May 2005 and ending on 29 May 2006 and is subject to retirement by rotation and reelection at annual general meeting of the Company in accordance with the bye-laws of the Company. The amount of Mr. Bu's remuneration is fixed at HK\$10,000 per month, which was determined on the bases of prevailing market conditions and Mr. Bu's role and responsibilities. Save as disclosed herein, there are no other benefits provided to Mr. Bu for his directorship in the Company.

In relation to the re-election of Mr. Bu as director, there are no information to be disclosed pursuant to any of the requirements of the provision under paragraphs 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules nor are there other matters that need to be brought to the attention of shareholders of the Company.

STEPHEN HUI HUNG

Independent non-executive Director

Mr. Stephen Hui Hung ("Mr. Hui"), aged 48, is the managing director of Federal Glory Industrial Limited and Federal Glory Investment Consultancy Company. Prior to joining our Board, Mr. Hui had been the manager of the China Division of the Far East Regional Office of the Bank of Credit and Commerce International in Hong Kong. He has extensive experience in banking, investment and financing investment in Mainland China. He graduated from Middlesex University in the United Kingdom in 1982 with a Bachelor of Arts Degree in Economics and Geography. Mr. Hui has been conferred a Master of Business Administration in 2001 by the Barrington University of the United States. Mr. Hui had also been Independent Non-Executive Directors of Shougang Concord Century Holdings Limited and Shougang Concord Grand (Group) Limited (listed companies in Hong Kong). Currently, Mr. Hui was also appointed as Independent Non-Executive Directors of Techwayson Holdings Limited which is a listed company in the Stock Exchange of Hong Kong Limited.

Save as disclosed above, Mr. Hui did not hold any directorship in any listed public companies in the last three years. Mr. Hui has not previously held any position with the Company or its subsidiaries and is independent of and not connected with the directors, senior management and substantial or controlling shareholders of the Company or its subsidiaries or an associate of any of them. As at the date of this announcement, he does not have any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Hui has entered into a service contract with the Company for a term of one year commencing from 1 February 2006 and 31 January 2007 and is subjected to retirement by rotation and re-election at annual general meeting of the Company in accordance with the bye-laws of the Company. Mr. Hui will receive a director's fee to be determined by the Board with reference to his duties and responsibilities. The policy of the Company on remuneration is based on the Directors' experience, responsibility, workload and time devoted to the Company and its subsidiaries. Save as disclosed herein, there are no other benefits provided to Mr. Hui for his directorship in the Company.

In relation to the re-election of Mr. Hui as director, there are no information to be disclosed pursuant to any of the requirements of the provision under paragraphs 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules nor are there other matters that need to be brought to the attention of shareholders of the Company.

CATHERINE XU QING**Executive Director**

Dr. Catherine Xu Qing (“Dr. Xu”), aged 39, holds PhD EE from University of Virginia and BSEE from Peking University. She has extensive experience of business development and marketing experience in the internet, wireless and digital entertainment industries for 14 years. Previously Dr. Xu was the Vice President for business development of eTrieve, Inc., an integrated messaging service company. She was also the Chief Executive Officer and co-founder of Rgith4Me.com, a LinkedIn.com like mobile internet community company. Before that, she had held director positions in marketing, sales and business development in American Online and Netscape for their Asia-Pacific operations.

Dr. Xu was appointed as vice president and director of the Company on 17 October 2005 and 6 February 2006 respectively. Dr. Xu has not entered into directors’ service contract with the Company and Dr. Xu will have no fixed term of service with the Company but will be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the bye-laws of the Company. Dr. Xu are not receiving any directors’ fee for her directorships but entitled to emoluments of HK\$940,000 annually for her positions as the Vice Presidents with reference to her duties and responsibilities, experience, workload and time devoted to the Group.

As at the latest practicable date, Dr. Xu does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company and did not hold any directorship in any listed public companies in the last three years. Dr. Xu do not have any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

In relation to the re-election of Dr. Xu as director, there are no information to be disclosed pursuant to any of the requirements of the provision under paragraphs 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules nor are there other matters that need to be brought to the attention of shareholders of the Company.

NOTICE OF ANNUAL GENERAL MEETING



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 an annual general meeting (the “AGM”) of the members of Global Digital Creations Holdings Limited (the “Company”) will be held at JW Marriott Ballroom, Level 3, JW Marriot Hotel Hong Kong, Pacific Place, 88 Queenway, Hong Kong on 26 May 2006 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2005;
2. To re-elect Directors and to authorise the board of directors (“Board”) to fix the Directors’ remuneration;
3. To appoint auditors of the Company and to authorise the Board to fix their remuneration;

ORDINARY RESOLUTIONS

As special business to consider and, if thought fit, pass the following resolutions with or without modifications, as Ordinary Resolutions:

4. (A) **“THAT**
 - (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase ordinary shares in the capital of the Company on the Growth Enterprise Market (the “GEM”) of The Stock Exchange of Hong Kong Limited (the “Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognized by The Securities and Futures Commission of Hong Kong (“Securities and Futures Commission”) and the Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Securities and Futures Commission and the 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) the total nominal amount of shares of the Company to be purchased pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the total nominal amount of the share capital of the Company in issue on the date of this Resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meetings; or
 - (iii) 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 of Bermuda to be held.”;

(B) **“THAT**

- (a) subject to the following provisions of this Resolution and pursuant to the Rules Governing the Listing of Securities on the GEM of the Exchange, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers during or after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a rights issue where shares are offered to shareholders of the Company or any class thereof on a fixed record date in proportion to their then holdings of shares or any class thereof (subject to such exclusions 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, or the requirements of any recognized regulatory body or any stock exchange in any territory outside Hong Kong); or (ii) the exercise of any options granted under any option scheme or similar arrangement for the time being adopted by the Company for the grant or issue to eligible participants thereunder or rights to acquire shares in the capital of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company in force from time to time, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purpose of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders in general meetings; or
 - (iii) 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 of Bermuda to be held.”;
- (C) “**THAT** conditional upon Resolution 4(B) above being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with shares and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby extended by the total nominal amount of shares in the capital of the Company repurchased by the Company since the granting of a general mandate to the Directors to exercise the powers of the Company to purchase such shares, provided that such amount shall not exceed 10 per cent. of the total nominal amount of the share capital of the Company in issue on the date of this Resolution.”.

SPECIAL RESOLUTION

5. To consider and, if thought fit, pass the following resolution as a special resolution of the Company:

“**THAT** the Bye-laws of the Company be amended as follows:

- (a) by substituting the existing Bye-law 63 with the following new Bye-law 63:

“63. The president of the Company or the chairman shall preside as chairman at every general meeting. If at any meeting the president or the chairman, as the case may be, is not present within fifteen (15) minutes after the time appointed for holding the meeting, or if neither of them is willing to act as chairman, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or (in the case of a Member being a corporation by its duly authorised representative) or by proxy and entitled to vote shall elect one of their number to be chairman.”

NOTICE OF ANNUAL GENERAL MEETING

- (b) by substituting the first paragraph of the existing Bye-law 66 with the following as the first paragraph of the new Bye-law 66:

“66. Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting on a show of hands every Member present in person (or being a corporation, is present by a representative duly authorised under Section 78 of the Act), or by proxy shall have one vote and on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. Notwithstanding anything contained in these Bye-laws, where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. A resolution put to the vote of a meeting shall be decided on a show of hands unless voting by way of a poll is required by the rules of the Designated Stock Exchange or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:”

- (c) by substituting the existing Bye-law 66(d) with the following new Bye-law 66(d):

“(d) by a Member or Members present in person (or in the case of a Member being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right; or”

- (d) by inserting the following new Bye-law 66(e):

“(e) if required by the rules of the Designated Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.”

- (e) by substituting the existing Bye-law 68 with the following new Bye-law 68:

“68. If a poll is duly demanded the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”

NOTICE OF ANNUAL GENERAL MEETING

- (f) by substituting the existing Bye-law 86(2) with the following new Bye-law 86(2):
- “(2) The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Members in general meeting. Any Director so appointed by the Board shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election at that meeting.”
- (g) by substituting the existing Bye-law 87(1) with the following new Bye-law 87(1):
- “(1) Notwithstanding any other provisions in the Bye-laws, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at least once every three years.”
- (h) by substituting the existing Bye-law 104(2) with the following new Bye-law 104(2):
- “(2) Any person contracting or dealing with the Company in the ordinary course of business shall be entitled to rely on any written contract or agreement or deed, document or instrument entered into or executed as the case may be by any two of the Directors acting jointly on behalf of the Company and the same shall be deemed to be validly entered into or executed by the Company as the case may be and shall, subject to any rule of law, be binding on the Company.”
- (i) by deleting the existing Bye-law 104(4) in its entirety.
- (j) by substituting the existing Bye-law 122 with the following new Bye-law 122:
- “122. A resolution in writing signed by the majority of the Directors, or alternate Directors, if appropriate, shall be as valid and effectual as if a resolution had been passed at a meeting of the Board duly convened and held provided that such number is sufficient to constitute a quorum and that a copy of such resolution has been given or the contents thereof communicated to all the Directors for the time being entitled to receive notices of Board meetings in the same manner as notices of meetings are required to be given by these Bye-laws and further provided that no Director is aware of or has received any objection to the resolution from any Director. Such resolution may be contained in one document or in several documents in like form each signed by one or more of the Directors or alternate Directors and for this purpose a facsimile signature of a Director or an alternate Director shall be treated as valid.”

NOTICE OF ANNUAL GENERAL MEETING

- (k) by substituting the existing Bye-law 148 with the following new Bye-law 148:

“148. The Company may, upon the recommendation of the Board, at any time and from time to time pass an ordinary resolution to the effect that it is desirable to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including the profit and loss account) whether or not the same is available for distribution and accordingly that such amount be set free for distribution among the Members or any class of Members who would be entitled thereto if it were distributed by way of dividend and in the same proportions, on the footing that the same is not paid in cash but is applied either in or towards paying up the amounts for the time being unpaid on any shares in the Company held by such Members respectively or in paying up in full unissued shares, debentures or other obligations of the Company, to be allotted and distributed credited as fully paid up among such Members, or partly in one way and partly in the other, and the Board shall give effect to such resolution provided that, for the purposes of this Bye-law, a share premium account and any reserve or fund representing unrealised profits, may be applied only in paying up in full unissued shares of the Company to be allotted to such Members credited as fully paid. In carrying sums to reserve and in applying the same the Board shall comply with the provisions of the Act.”

- (l) by substituting the existing Bye-law 159 with the following new Bye-law 159:

“159. If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall as soon as practicable convene a special general meeting to fill the vacancy and fix the remuneration of the Auditor so appointed.”

- (m) by substituting the existing Bye-law 162 with the following new Bye-law 162:

“162. Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-laws from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in newspapers published daily

NOTICE OF ANNUAL GENERAL MEETING

and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Designated Stock Exchange and giving to the member a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability may be given to the Member by any of the means set out above. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders."

(n) by substituting the existing Bye-law 163(b) with the following new Bye-law 163(b):

"(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice placed on the Company's website or the website of the Designated Stock Exchange is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;"

and THAT any director of the Company be and is hereby authorised to take such further action as he may, in his sole and absolute discretion thinks fit and on behalf of the Company, to implement the aforesaid amendments to the existing Bye-laws of the Company."

By Order of the Board
Tang Wing Fai
Company Secretary

Hong Kong, 28 April 2006

Head office and principal place of business:
6/F., Bank of East Asia Harbour View Centre,
56 Gloucester Road,
Wanchai,
Hong Kong

Notes:

1. A Shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and on a poll, vote in his stead at the AGM that the appointment shall specify the number and class of shares in respect of which such proxy is so appointed. A proxy need not be a member of the Company.
2. In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of authority, must be lodged with the Company's branch share registrar in Hong Kong, Standard Registrars Limited at Level 25, Three Pacific Place, 1 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
3. Details of the retiring directors and explanatory statements setting out further information regarding Resolutions 2 to 5 above will be dispatched to the Shareholders, together with the Annual Report 2005.