

---

## 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



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  
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.**

16 April 2026

*\* 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.**

---

# CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
1. Introduction.....	3
2. General mandates to issue Shares and repurchase Shares.....	4
3. Re-election of retiring Directors .....	5
4. Re-appointment of auditor of the Company.....	6
5. AGM .....	6
6. Voting by poll.....	7
7. Recommendation .....	7
8. Responsibility Statement .....	7
<b>Appendix I – Explanatory Statement</b> .....	8
<b>Appendix II – Details of Retiring Directors for Re-election</b> .....	11
<b>Notice of AGM</b> .....	14

---

## 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 5th Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong on Friday, 22 May 2026 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) of the Company
“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

---

## DEFINITIONS

---

“Latest Practicable Date”	9 April 2026, 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. Feng Xianhuai (*Chairman & Managing Director*)

Mr. He Peng (*Deputy Managing Director*)

*Non-executive Director:*

Mr. Chen Zheng (*Deputy Chairman*)

*Independent Non-executive Directors:*

Mr. Lam Yiu Kin

Mr. Zheng Xiaodong

Ms. Wu Chunhua

Ms. Yang Siwei

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head Office and Principal Place*

*of Business in Hong Kong:*

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

56 Gloucester Road

Wan Chai

Hong Kong

16 April 2026

*To the Shareholders*

*Dear Sir or Madam,*

**PROPOSED GENERAL MANDATES  
TO ISSUE SHARES AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
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; and (ii) re-election of retiring Directors. 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. Lam Yiu Kin (“Mr. Lam”), Mr. Zheng Xiaodong (“Mr. Zheng”) and Ms. Wu Chunhua (“Ms. Wu”) shall retire from office by rotation at the AGM and, being eligible, shall offer themselves for re-election.

Mr. Lam, being an independent non-executive Director since July 2015, has served the Company for more than nine years. During his tenure of office, Mr. Lam has been able to fulfil all the requirements regarding independence as an independent non-executive Director. Mr. Lam has in-depth understanding of the Group’s business and operations and has demonstrated independence by providing objective and independent views to the Company. The Nomination Committee and the Board are satisfied that Mr. Lam has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director and considers that Mr. Lam remains independent notwithstanding that he has served on the Board for over nine years and his long service will not affect his exercise of independent judgment. His further appointment shall be subject to a separate resolution to be approved by Shareholders in accordance with code provision B.2.3 of the Corporate Governance Code as set out in Appendix C1 to GEM Listing Rules.

Each of Mr. Lam, Mr. Zheng and Ms. Wu has confirmed that (i) he/she meets the independence criteria as set out in Rule 5.09 of the GEM Listing Rules; (ii) he/she has no past or present financial or other interest in the business of the Company’s or its subsidiaries or any connection with any core connected person (as defined under the GEM Listing Rules) of the Company; and (iii) there are no other factors that may affect his/her independence at the time of his/her appointment.

Taking into consideration the annual confirmation of independence made by Retiring Directors, the retiring Directors pursuant to the independence guidelines set out in Rule 5.09 of the GEM Listing Rules, the Nomination Committee is of the view that all retiring Directors are independent and considered that, Mr. Lam’s extensive experience in finance and accounting fields, Mr. Zheng’s extensive experience in corporate management experience and business relationships and Ms. Wu’s extensive experience in human resources management experience, their respective background will enhance the diversity and effectiveness of the Board. Thus, the Nomination Committee is of the view that they have the required skills, qualifications, experience, integrity and independence to continue to be an independent non-executive Director.

Recommendations to the Board for the proposal for re-election of each of Mr. Lam, Mr. Zheng and Ms. Wu 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. The Retiring Directors who are also Nomination Committee’s members of the Company have abstained from voting on the resolutions regarding re-election of himself/herself as Director.

At the AGM, ordinary resolutions will be put forward to the Shareholders in relation to the proposed re-election of each of Mr. Lam, Mr. Zheng and Ms. Wu as an Independent Non-Executive Director.

---

## LETTER FROM THE BOARD

---

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

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 Mr. Lam Yiu Kin, Mr. Zheng Xiaodong and Ms. Wu Chunhua should be re-elected as an Independent Non-executive Director at the AGM.

#### **4. RE-APPOINTMENT OF AUDITOR OF THE COMPANY**

RSM Hong Kong will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment. The Board, upon the recommendation of the Audit Committee, proposed to re-appoint RSM Hong Kong as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company. A resolution will also be proposed to authorise the Board to fix the auditor's remuneration.

RSM Hong Kong has indicated its willingness to be re-appointed as the Company's auditor for the said period.

#### **5. AGM**

A notice convening the AGM is set out on pages 14 to 18 of this circular. The AGM will be held at 5th Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong on Friday, 22 May 2026 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.

To ascertain the Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 19 May 2026 to Friday, 22 May 2026, 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, 18 May 2026.

---

## LETTER FROM THE BOARD

---

### 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; and (ii) re-election of retiring Directors 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**  
**Feng Xianhuai**  
*Chairman & Managing Director*

*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.

If the Company purchases any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares bought back; and/or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any buy-back of Shares are made.

For any treasury shares deposited with the Central Clearing and Settlement System ("CCASS") pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as treasury shares. These measures may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to Hong Kong Exchanges and Clearing Limited to vote at general meetings for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the treasuries from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions.

### **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 2025. 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 pursuant to the resolutions approved and 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 was interested in approximately 41.19% 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 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 of 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:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2025</b>		
March	0.072	0.050
April	0.065	0.045
May	0.098	0.047
June	0.057	0.045
July	0.052	0.045
August	0.090	0.047
September	0.089	0.051
October	0.096	0.051
November	0.070	0.054
December	0.074	0.051
<b>2026</b>		
January	0.071	0.056
February	0.088	0.061
March	0.150	0.073
April (up to the Latest Practicable Date)	0.115	0.098

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

**EXECUTIVE DIRECTOR****Mr. Lam Yiu Kin**

Mr. Lam, aged 71. Mr. Lam was appointed as an Independent Non-executive Director of the Company in July 2015. He is also a member of each of Audit Committee, Remuneration Committee and Nomination Committee. In May 2020, Mr. Lam was appointed as the Chairman of the Audit Committee. Mr. Lam is a fellow member of the Association of Chartered Certified Accountants, the Institute of Chartered Accountants in England & Wales, the Institute of Chartered Accountants in Australia and New Zealand and Hong Kong Institute of Certified Public Accountants (“HKICPA”), and a honorary fellow of The Hong Kong Polytechnic University. Mr. Lam was an Adjunct Professor in the School of Accounting and Finance of The Hong Kong Polytechnic University from September 2014 to August 2016, and was a member of the Finance Committee of the Hong Kong Management Association. Mr. Lam has extensive experience in accounting, auditing and business consulting. Mr. Lam was a member of the Listing Committee and the Financial Reporting Advisory Panel of the Stock Exchange from 1997 to 2003, a committee member of HKICPA from 1994 to 2009, and a partner with PricewaterhouseCoopers Hong Kong from 1993 to 2013. Mr. Lam graduated from The Hong Kong Polytechnic University with a higher diploma in June 1975. Mr. Lam currently serves as an independent non-executive director of Shougang Century Holdings Limited, Spring Real Estate Investment Trust, COSCO SHIPPING Ports Limited, CITIC Telecom International Holdings Limited and Topsports International Holdings Limited, all of which are companies listed on the Stock Exchange. He was an independent non-executive director of Nine Dragons Paper (Holdings) Limited and Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Company Limited in the past three years.

Mr. Lam has entered into a letter of appointment with the Company for a term of 3 years commencing from 1 January 2024. His term of office is subject to retirement by rotation and re-election at an annual general meeting of the Company in accordance with the Bye-laws. Under the letter of appointment, Mr. Lam is entitled to receive 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 2025, the Director’s fee received by Mr. Lam amounted to HK\$240,000.

Save as disclosed above, Mr. Lam 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. Lam did not have any interests in the Shares within the meaning of Part XV of the SFO.

In relation to Mr. Lam’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. Zheng Xiaodong**

Mr. Zheng, aged 49, was appointed as an Independent Non-executive Director of the Company in June 2019. In May 2020, he was appointed as a member of each of Audit Committee, Remuneration Committee and Nomination Committee. He holds bachelor's degree in international economics and a master's degree in world economics from Fudan University. He serves as the president of marketing and chief executive officer of Leo Digital Network and the president of Shanghai MediaV Advertising Co., Ltd., in which he is responsible for operation and agency businesses. Mr. Zheng served as a director and the deputy general manager of Leo Group Co., Ltd., a company listed on Shenzhen Stock Exchange (stock code: 002131), the marketing manager of Great Wall Broadband Network and the general manager of eastern China region and the vice president of Allies AdNetwork. He has extensive experience in the internet industry and marketing field.

Mr. Zheng has entered into a letter of appointment with the Company for a term of three years commencing from 1 January 2025. His term of office is subject to retirement by rotation and re-election at an annual general meeting of the Company in accordance with the Bye-laws. Under the letter of appointment, Mr. Zheng is entitled to receive 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 2025, the Director's fee received by Mr. Zheng amounted to HK\$240,000.

Save as disclosed above, Mr. Zheng 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. Zheng did not have any interests in the Shares within the meaning of Part XV of the SFO.

In relation to Mr. Zheng'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.

**Ms. Wu Chunhua**

Ms. Wu, aged 52, was appointed as an independent Non-executive director of the Company in June 2023, she was appointed a chairman and member of remuneration committee as well as a member of nomination committee in May 2024, she was also appointed as member of audit committee in August 2024. She holds a bachelor's degree in biology from Beijing Normal University. She was appointed as independent non-executive director of the Company in June 2023, Ms. Wu has over 20 years of extensive experience in human resource management. She was the director and legal representative of Beijing Weiji Consultation Co., Ltd.\* (北京唯際顧問諮詢有限公司), the business director and senior consultant of Beijing Orient Huibo Human Resources Co., Ltd.\* (北京東方慧博人力資源有限公司), the human resources assistant to the chairman of Zhuhai Zhenwei Group\* (珠海振威集團), and the human resources manager of Oriental United Recording Co., Ltd.\* (東方聯合音像有限公司). Ms. Wu has been the legal representative of Hainan Wenchang Weiming Technology Co., Ltd.\* (海南文昌微明科技有限公司) since September 2022.

Ms. Wu has entered into a letter of appointment with the Company for a term of three years commencing from 1 January 2026. Pursuant to the Bye-Laws, Ms. Wu 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. Wu is entitled to receive 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 2025, the Director's fee received by Ms. Wu amounted to HK\$240,000.

Save as disclosed above, Ms. Wu 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. Wu did not have any interests in the Shares within the meaning of Part XV of the SFO.

In relation to Ms. Wu'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 purposes 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 5th Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong on Friday, 22 May 2026, 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 2025.
2. To re-elect Mr. Lam Yiu Kin as an independent non- executive director of the Company.
3. To re-elect Mr. Zheng Xiaodong as an independent non-executive director of the Company.
4. To re-elect Ms. Wu Chunhua as an independent non -executive director of the Company.
5. To authorise the board of directors (the “Board”) of the Company to fix the remuneration of the directors of the Company (the “Directors”).
6. To re-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

7. 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).”

8. 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

---

## NOTICE OF AGM

---

(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.”

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

“**THAT:**

conditional upon resolutions 7 and 8 above being passed (with or without amendments), the general mandate referred to in resolution 7 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 8 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 passing this resolution.”

By Order of the Board  
**Global Digital Creations Holdings Limited**  
**Feng Xianhuai**  
*Chairman & Managing Director*

Hong Kong, 16 April 2026

*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 need 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.

---

## NOTICE OF AGM

---

- (3) The register of members of the Company will be closed from Tuesday, 19 May 2026 to Friday, 22 May 2026, 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, 18 May 2026.
- (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. Feng Xianhuai (Chairman & 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.*