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環球數碼

GLOBAL DIGITAL CREATIONS HOLDINGS LIMITED

環球數碼創意控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 8271)

- (1) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 24 MAY 2024;
(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(3) APPOINTMENT OF HONORARY ADVISOR;
AND
(4) CHANGE IN COMPOSITION IN BOARD COMMITTEES AND
LIST OF DIRECTORS AND THEIR ROLES AND FUNCTIONS**

POLL RESULTS OF THE AGM

Reference are made to the circular (the “**Circular**”) and the notice of annual general meeting (the “**Notice**”) both dated 5 April 2024 of Global Digital Creations Holdings Limited (the “**Company**”) in relation to the Company’s annual general meeting held on 24 May 2024 (the “**AGM**”). Capitalized terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

The board of the Company (the “**Board**”) is pleased to announce that all the resolutions proposed as set out in the Notice were duly passed by Shareholders by way of poll at the AGM.

As at the date of the AGM, the total number of issued Shares was 1,503,569,540 Shares, which was the total number of Shares entitling the Shareholders to attend and vote on the resolutions at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour as set out in Rule 17.47A of the GEM Listing Rules and no Shareholders were required under the GEM Listing Rules to abstain from voting at the AGM. No parties have stated their intention in the Circular to vote against or to abstain from voting on any resolutions at the AGM.

The Company’s Hong Kong branch share registrar and transfer office, namely, Tricor Standard Limited, was appointed as the scrutineer at the AGM for the purpose of vote-counting.

The poll results in respect of the resolutions as set out in the AGM Notice are as follows:

| ORDINARY RESOLUTIONS | | Number of Shares Voted (%) | |
|----------------------|--|----------------------------|---------|
| | | For | Against |
| 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 2023. | 639,445,863 (100%) | 0 (0%) |
| 2. | To re-elect Mr. Lam Yiu Kin as an Independent non-executive Director of the Company. | 639,445,863 (100%) | 0 (0%) |
| 3. | To re-elect Mr. Zheng Xiaodong as an independent non-executive Director of the Company. | 639,445,863 (100%) | 0 (0%) |
| 4. | To re-elect Ms. Wu Chunhua as an independent non-executive Director of the Company. | 639,445,863 (100%) | 0 (0%) |
| 5. | To authorise the board of directors of the Company (the "Board") to fix the remuneration of the directors of the Company (the "Directors"). | 639,445,863 (100%) | 0 (0%) |
| 6. | To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the Board to fix its remuneration. | 639,445,863 (100%) | 0 (0%) |
| 7. | To grant a general mandate to the Directors to allot, issue and deal with shares for a number not exceeding 20% of the total issued shares of the Company as at the date of this resolution. # | 639,445,863 (100%) | 0 (0%) |
| 8. | To grant a general mandate to the Directors to repurchase shares for a number not exceeding 10% of the total issued shares of the Company as at the date of this resolution. # | 639,445,863 (100%) | 0 (0%) |
| 9. | To extend the general mandate granted to the Directors to allot, issue and deal with additional Shares for a number not exceeding the number of Shares repurchased by the Company. # | 639,445,863 (100%) | 0 (0%) |

For the full text of the Resolutions, please refer to the Notice.

As all votes were cast in favour of each of the resolutions no. 1 to 9, these resolutions were duly passed as ordinary resolutions.

The Directors, namely, Mr. Xu Liang, Mr. Wang Hongpeng, Mr. Chen Zheng, Mr. Lam Yiu Kin, Mr. Zheng Xiaodong, Mr. Li Yao and Ms. Wu Chunhua attended the AGM in person or by video conference. Prof. Japhet Sebastian Law was unable to attend the AGM due to other business commitments.

RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

As disclosed in the Circular, the Board hereby announces that Prof. Japhet Sebastian Law (“**Prof. Law**”) retired as an independent non-executive Director with effect from the conclusion of the 2024 AGM in order to devote more time to other of his business activities. Prof. Law also ceased to be the chairman of the remuneration committee (the “**Remuneration Committee**”) and a member of each of the audit committee (the “**Audit Committee**”) and the nomination committee (the “**Nomination Committee**”) of the Company following his retirement.

Prof. Law has confirmed that he has no disagreements with the Board and that there is no matter relating to his retirement which needs to be brought to the attention of the shareholders of the Company. The Board would like to express its gratitude to Prof. Law for his valuable contributions to the Company during his tenure of directorship.

APPOINTMENT OF HONORARY ADVISOR

In recognition of Prof. Law’s valuation contributions to the Company during his tenure of service, the Board has appointed Prof. Law as the Company’s honorary advisor with effect from 24 May 2024 following his retirement as an independent non-executive Director.

CHANGE IN COMPOSITION IN BOARD COMMITTEES

The Board further announces that following Prof. Law’s retirement, Mr. Li Yao (“**Mr. Li**”), an independent non-executive Director, has been appointed as a member of the Audit Committee and Ms. Wu Chunhua (“**Ms. Wu**”), an independent non-executive Director, has been appointed as a member of the Nomination Committee and the chairman of the Remuneration Committee immediately following the retirement of Prof. Law.

The Board would like to welcome Mr. Li and Ms. Wu to take up the new positions in the Company.

LIST OF DIRECTORS AND THEIR ROLES AND FUNCTIONS

With effect from 24 May 2024 following the conclusion of AGM, the members of the Board and the memberships of the four Board committees of the Company are as follows:

Members of the Board

Executive Directors

Mr. Xu Liang (Chairman)

Mr. Wang Hongpeng (Managing Director)

Non-executive Director

Mr. Chen Zheng (Deputy Chairman)

Independent Non-executive Directors

Mr. Lam Yiu Kin

Mr. Zheng Xiaodong

Mr. Li Yao

Ms. Wu Chunhua

Memberships of the four Board committees

| Board Committee Director | Executive Committee | Audit Committee | Nomination Committee | Remuneration Committee |
|---|----------------------------|------------------------|-----------------------------|-------------------------------|
| Mr. Xu Liang | C | | C | VC |
| Mr. Wang Hongpeng | M | | | |
| Mr. Chen Zheng | | | | |
| Mr. Lam Yiu Kin | | C | M | M |
| Mr. Zheng Xiaodong | | M | M | M |
| Mr. Li Yao | | M | | |
| Ms. Wu Chunhua | | | M | C |

Notes:

C – Chairman of the relevant Board committees

VC – Vice Chairman of the relevant Board committees

M – Member of the relevant Board committees

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

Hong Kong, 24 May 2024

As at the date of the announcement, the Board comprises Mr. Xu Liang (Chairman) and Mr. Wang Hongpeng (Managing Director) as Executive Directors; Mr. Chen Zheng (Deputy Chairman) as Non-executive Director; Mr. Lam Yiu Kin, Mr. Zheng Xiaodong, Mr. Li Yao and Ms. Wu Chunhua as Independent Non-executive Directors.

This announcement, 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 announcement 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 announcement misleading.

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