

# FORMS RELATING TO LISTING

## Form F

### The Growth Enterprise Market (GEM)

#### Company Information Sheet

The Stock Exchange of Hong Kong Limited (the “Exchange”) takes no responsibility for the contents of this information sheet, 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 information sheet.

**Company name** : **Global Digital Creations Holdings Limited**

**Stock code (ordinary shares)** : **8271**

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Exchange. These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on GEM of the Exchange (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 6 December 2005.

#### A. General

Place of incorporation	:	Bermuda
Date of initial listing on GEM	:	4 August 2003
Name of Sponsor(s)	:	Goldbond Capital (Asia) Limited
Names of directors	:	Mr. Anthony Francis Neoh ( <i>Non-executive</i> ) Mr. Cao Zhong ( <i>Executive</i> ) Mr. Leung Shun Sang, Tony ( <i>Non-executive</i> ) Mr. Chen Zheng ( <i>Executive</i> ) Dr. David Deng Wei ( <i>Non-executive</i> ) Mr. Gordon Kwong Che Keung ( <i>Independent non-executive</i> ) Professor Japhet Sebastian Law ( <i>Independent non-executive</i> ) Mr. Bu Fan Xiao ( <i>Independent non-executive</i> ) Mr. Zhang Dong Sheng ( <i>Alternative to Dr. David Deng Wei</i> )

Name(s) of substantial shareholder(s) : Upper Nice Assets Ltd. (600,466,023 - 74.98%)\*  
(as such term is defined in rule 1.01 of Shougang Concord Grand (Group) Limited  
the GEM Listing Rules) and their (600,466,023 - 74.98%)\*  
respective interests in the ordinary Wheeling Holdings Limited  
shares and other securities of the (600,466,023 - 74.98%)\*  
Company Shougang Holding (Hong Kong) Limited  
(600,466,023 - 74.98%)\*

\* *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 17.78% 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.*

Name(s) of company(ies) listed on GEM : N/A  
or the Main Board of the  
Stock Exchange within the same group  
as the Company

Financial year end date : 31 December

Registered address : Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

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

Web-site address (if applicable) : [www.gdc-world.com](http://www.gdc-world.com)

Share registrar : The Bank of Bermuda Limited &  
Standard Registrars Limited

Auditors : Deloitte Touche Tohmatsu

## **B. Business activities**

The Group’s business activities represent an integration of the entire value chain in the digital content business, encompassing creation, production (for its own projects and projects contracted to it by third parties) and distribution of digital contents, in order to meet two developing global trends of (i) strong continuing growth in demand for digital contents, particularly CG imaging; and (ii) a paradigm shift from a chemical film based medium to an electronic, digital medium in the cinema industry.

**C. Ordinary shares**

Number of ordinary shares in issue	:	800,820,000
Par value of ordinary shares in issue	:	HK\$0.01
Board lot size (in number of shares)	:	2,000 shares
Name of other stock exchange(s) on which ordinary shares are also listed	:	N/A

**D. Warrants**

Stock code	:	N/A
Board lot size	:	N/A
Expiry date	:	N/A
Exercise price	:	N/A
Conversion ratio <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	:	N/A
No. of warrants outstanding	:	N/A
No. of shares falling to be issued upon the exercise of outstanding warrants	:	N/A

**E. Other securities**

Details of any other securities in issue.

*(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).*

*(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).*

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

## **Responsibility statement**

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

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**Mr. Anthony Francis Neoh**

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**Mr. Cao Zhong**

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**Mr. Leung Shun Sang ,Tony**

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**Mr. Chen Zheng**

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**Dr. David Deng Wei/Mr. Zhang Dong Sheng**

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**Mr. Gordon Kwong Che Keung**

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**Professor Japhet Sebastian Law**

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**Mr. Bu Fan Xiao**