

FORMS RELATING TO LISTING

Form F

The Growth Enterprise Market (GEM) Company Information Sheet

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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 17 February 2006 .

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. Cao Zhong
(Chairman and Non-Executive Director)
Mr. Leung Shun Sang, Tony
(Non-Executive Director)
Mr. Chen Zheng
(Chief Executive Officer and Executive Director)
Mr. Jin Guo Ping
(Vice President and Executive Director)
Dr. Catherine Xu Qing
(Vice President and Executive Director)
Dr. David Deng Wei
(Vice-Chairman and Non-Executive Director)
Mr. Gordon Kwong Che Keung
(Independent Non-Executive Director)
Mr. Bu Fan Xiao
(Independent Non-Executive Director)
Mr. Hui Hung, Stephen
(Independent Non-Executive Director)
Mr. Zhang Dong Sheng
(Alternative to Dr. David Deng Wei)

Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company

: Upper Nice Assets Ltd.
(600,466,023 — 74.98%)*

Shougang Concord Grand (Group) Limited
(600,466,023 — 74.98%)*

Wheeling Holdings Limited
(600,466,023 — 74.98%)*

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 or the Main Board of the Stock Exchange within the same group as the Company

: Shougang Concord Grand (Group) Limited

Financial year end date

: 31 December

Registered address

: Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business

: 6/F
Bank of East Asia Harbour View Centre
56 Gloucester Road
Wan Chai
Hong Kong

Web-site address (if applicable)

: 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 :

Mr. Cao Zhong

Mr. Leung Shun Sang, Tony

Mr. Chen Zheng

Mr. Jin Guo Ping

Dr. Catherine Xu Qing

Dr. David Deng Wei/Mr. Zhang Dong Sheng

Mr. Gordon Kwong Che Keung

Mr. Bu Fan Xiao

Mr. Stephen Hui Hung