



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 OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Global Digital Creations Holdings Limited (the “Company”) will be held at the Falcon Room, Luk Kwok Hotel, 72 Gloucester Road, Wanchai, Hong Kong on 19 September 2006 at 9:30 a.m. for the purpose of considering, and, if thought fit, passing the following resolutions as an ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

- (1) **“THAT** the share option scheme (the **“GDC Tech Share Option Scheme”**) of GDC Technology Limited (**“GDC Technology”**), a non wholly-owned subsidiary of the Company, a copy of which is produced at the meeting and marked “A” and signed by the chairman for the purpose of identification, be and is hereby adopted, confirmed and approved.”
- (2) **“THAT** subject to and conditional upon the passing of resolution (1), the grant of options (the **“GDC Tech Options”**) under the GDC Tech Share Option Scheme to the Grantees (as defined in the circular of the Company dated 1 September 2006), be and is hereby confirmed and approved.”
- (3) **“THAT** subject to and conditional upon the passing of resolutions (1) and (2), the grant of GDC Tech Options to the Relevant Grantees (as defined in the circular of Company dated 1 September, 2006), be and is hereby confirmed and approved.”
- (4) **“THAT** subject to and conditional upon the passing of resolutions (1), (2) and (3), the grant of GDC Tech Options, which would exceed 1% of the issued share capital of GDC Technology to the Relevant Grantees, be and is hereby confirmed and approved.”
- (5) **“THAT** subject to and conditional upon the passing of resolutions (1) to (4) the grant of GDC Tech Options to Mr. Cao Zhong which would entitle him to subscribe for 4,266,667 shares of HK\$0.10 each in the share capital of GDC Technology, be and is hereby confirmed and approved and the directors of the Company be and hereby authorized to do all such acts and/or execute all such documents as may be necessary to give full effect to the grant and exercise of the GDC Tech Options.”
- (6) **“THAT** subject to and conditional upon the passing of resolutions (1) to (4), the grant of GDC Tech Options to Mr. Chen Zheng which would entitle him to subscribe for 4,266,667 shares of HK\$0.10 each in the share capital of GDC Technology, be and is hereby confirmed and approved and the directors of the Company be and hereby authorized to do all such acts and/or execute all such documents as may be necessary to give full effect to the grant and exercise of the GDC Tech Options.”

* For identification purpose only

- (7) “**THAT** subject to and conditional upon the passing of resolutions (1) to (4), the grant of GDC Tech Options to Dr. Chong Man Nang which would entitle him to subscribe for 7,466,666 shares of HK\$0.10 each in the share capital of GDC Technology, be and is hereby confirmed and approved and the directors of the Company be and hereby authorized to do all such acts and/or execute all such documents as may be necessary to give full effect to the grant and exercise of the GDC Tech Options.”
- (8) “**THAT** subject to and conditional upon the passing of resolutions (1) to (4), the grant of GDC Tech Options to Mr. Leung Shun Sang, Tony, which would entitle him to subscribe for 2,133,333 shares of HK\$0.10 each in the share capital of GDC Technology, be and is hereby confirmed and approved and the directors of the Company be and hereby authorized to do all such acts and/or execute all such documents as may be necessary to give full effect to the grant and exercise of the GDC Tech Options.”
- (9) “**THAT** subject to and conditional upon the passing of resolutions (1) to (4), the grant of GDC Tech Options to Mr. Kwong Che Keung, Gordon which would entitle him to subscribe for 1,706,667 shares of HK\$0.10 each in the share capital of GDC Technology, be and is hereby confirmed and approved and the directors of the Company be and hereby authorized to do all such acts and/or execute all such documents as may be necessary to give full effect to the grant and exercise of the GDC Tech Options.”
- (10) “**THAT** subject to and conditional upon the passing of resolutions (1) to (4), the grant of GDC Tech Options to Dr. Xu Qing, Catherine which would entitle her to subscribe for 320,000 shares of HK\$0.10 each in the share capital of GDC Technology, be and is hereby confirmed and approved and the directors of the Company be and hereby authorized to do all such acts and/or execute all such documents as may be necessary to give full effect to the grant and exercise of the GDC Tech Options.”
- (11) “**THAT** subject to and conditional upon the passing of resolutions (1) and (2) and subject further to the condition that none of the grantees shall be granted GDC Tech Options that exceed 1% of the issued share capital of GDC Technology, the grant of GDC Tech Options to such grantees as may be determined by the board of directors of GDC Technology which would entitle such grantees to subscribe for an aggregate of 1,173,333 shares of HK\$0.10 each in the share capital of GDC Technology, be and is hereby confirmed and approved and the directors of the Company be and hereby authorized to do all such acts and/or execute all such documents as may be necessary to give full effect to the grant and exercise of the GDC Tech Options.”
- (12) “**THAT**
- (a) subject to and conditional upon the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the shares in the share capital of the Company to be issued pursuant to the exercise of options which may be granted under the Scheme Mandate Limit (as defined below), the refreshment of the limit in respect of the granting of share options under the Share Option Scheme of the Company

adopted on 18 July 2003 and all other share option scheme(s) up to 10 per cent of the number of Shares in issue at the date of the passing of this resolution (the “**Scheme Mandate Limit**”) be and is hereby approved; and

- (b) any director of the Company be and is hereby authorised to do all such acts and execute all such documents to effect the Scheme Mandate Limit.”

By Order of the Board
Global Digital Creations Holdings Limited
Cao Zhong
Chairman and Executive Director

Hong Kong, 1 September 2006

Notes:

1. Any member of the Company entitled to attend and vote at the meeting of the Company by the above notice shall be entitled to appoint another person as his/her proxy to attend and vote instead of such member. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
3. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notary certified copy of such power or authority must be delivered to the office of Standard Registrars Limited, the Company’s branch share registrar in Hong Kong at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong or by way of notice to or in any document accompanying the notice convening the meeting not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote and in default the instrument of proxy shall not be treated as valid.
4. Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In the case of joint holders of any share, if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person, or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.

As at the date of this announcement, the Executive Directors are Mr. Cao Zhong, Mr. Chen Zheng, Mr. Jin Guo Ping and Dr. Xu Qing, Catherine, the Non-executive Directors are Mr. Leung Shun Sang, Tony and Dr. Deng Wei, David, the Independent Non-executive Directors are Mr. Kwong Che Keung, Gordon, Mr. Bu Fan Xiao and Mr. Hui Hung, Stephen, the Alternate Director is Mr. Zhang Dong Sheng (alternate to Dr. Deng Wei, David).

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