

## 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 3rd October, 2007

#### **A. General**

Place of incorporation : Bermuda

Date of initial listing on GEM : 4th August, 2003

Name of Sponsor(s) : N/A

Names of directors : *Executive Directors*

Cao Zhong (*Chairman*)

Chen Zheng (*Managing Director*)

Xu Qing, Catherine (*Deputy Managing Director*)

Jin Guo Ping (*Deputy Managing Director*)

Lu Yi, Gloria (*Deputy Managing Director*)

*Non-Executive Director*

Leung Shun Sang, Tony

*Independent Non-Executive Directors*

Bu Fan Xiao

Hui Hung, Stephen

Kwong Che Keung, Gordon

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:

| <b>Shareholders of<br/>Ordinary shares</b>         | <b>No. of Shares</b> | <b>Approximate percentage of<br/>Holding</b> |
|--|----------------------|--|
| Upper Nice Assets Ltd.                             | 656,360,023          | 50.71%                                       |
| Shougang Concord Grand<br>(Group) Limited (“SCG”)* | 656,790,023          | 50.74%                                       |
| Shougang Holding (Hong<br>Kong) Limited*           | 656,790,023          | 50.74%                                       |

Notes

*\* Upper Nice Assets Ltd. is an indirectly wholly-owned subsidiary of SCG which is held as to approximately 40.45% by Shougang Holding (Hong Kong) Limited. The interests held by Upper Nice Assets Ltd. are included in the interests held by both of SCG and Shougang Holding (Hong Kong) Limited.*

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 : 31st 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](http://www.gdc-world.com)

Share registrar : The Bank of Bermuda Limited and Tricor Standard Limited

Auditors : Deloitte Touche Tohmatsu

**B. Business activities**

The Group is principal engaged in the digital content business, encompassing creation, production and distribution of digital contents.

**C. Ordinary shares**

Number of ordinary  
shares in issue : 1,294,334,720

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 : N/A  
*(Not applicable if the warrant is  
denominated in dollar value of  
conversion right)*

No. of warrants  
outstanding : N/A

No. of shares falling  
to be issued upon the  
exercise of outstanding warrants : N/A

***E. Other securities***

Share options granted and remain outstanding : 69,848,380 share options were granted by the Company on 6th October, 2006 at the exercise price of HK\$0.30 per share and 12,110,660 share options remain outstanding as at the date of this form.

3,000,000 share options were granted by the Company on 22nd March, 2007 at the exercise price of HK\$1.07 per share and 2,300,000 share options remain outstanding as at the date of this form.

7,230,000 share options were granted by the Company on 4th April, 2007 at the exercise price of HK\$1.52 per share and 4,153,000 share options remain outstanding as at the date of this form.

**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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Cao Zhong

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Chen Zheng

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Xu Qing, Catherine

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Jin Guo Ping

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Lu Yi, Gloria

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Leung Shun Sang, Tony

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Hui Hung, Stephen

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Kwong Che Keung, Gordon

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Bu Fan Xiao  
(signed by Chen Zheng as  
the lawful attorney of Bu Fan Xiao)