

# 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 Stock Exchange of Hong Kong Limited (the “Stock 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 the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (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 7th December, 2009

#### **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*  
*(please distinguish the status of the directors - Executive, Non-Executive or Independent Non-Executive)*  
Cao Zhong (*Chairman*)  
Chen Zheng (*Managing Director*)  
Jin Guo Ping (*Deputy Managing Director*)

*Non-Executive Director*  
Leung Shun Sang, Tony

*Independent Non-Executive Directors*  
Hui Hung, Stephen  
Kwong Che Keung, Gordon  
Japhet Sebastian Law

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><u>Shareholders of Ordinary Shares</u></b>	<b><u>No. of Shares</u></b>	<b><u>Approximate Percentage of Holding as at 07.12.2009</u></b>
Shougang Holding (Hong Kong) Limited ("Shougang Holding")	680,904,023 (Notes 1 & 2)	52.57%
Wheeling Holdings Limited ("Wheeling")	680,904,023 (Notes 1 & 2)	52.57%
Shougang Concord Grand (Group) Limited ("Shougang Grand")	680,904,023 (Notes 1 & 2)	52.57%
Upper Nice Assets Ltd. ("Upper Nice")	656,360,023 (Notes 1 & 2)	50.67%
Keywise Capital Management (HK) Limited	176,824,000 (Note 1)	13.65%

Notes:

1. It represents the interests as recorded in the register kept by the Company under Section 336 of Securities and Futures Ordinance (the "Register").
2. Shougang Grand indicated in its disclosure form dated 3rd April, 2008 (being the latest disclosure form filed up to 7th December, 2009) that as at 1st April, 2008, its interests included 656,360,023 shares of the Company held by Upper Nice, an indirectly wholly-owned subsidiary of Shougang Grand. Upper Nice was recorded as having a notifiable interest in the Register and the records relating thereto was updated in accordance with the said disclosure form filed by Shougang Grand.

Shougang Holding indicated in its disclosure form dated 3rd April, 2008 (being the latest disclosure form filed up to 7th December, 2009) that as at 1st April, 2008, its interests included 680,904,023 shares of the Company held by Wheeling, a wholly-owned subsidiary of Shougang Holding. Wheeling was recorded as having a notifiable interest in the Register and the records relating thereto was updated in accordance with the said disclosure form filed by Shougang Holding. As indicated in the said disclosure form, Shougang Grand was held as to approximately 37.40% by Wheeling and its interest was included in the interests held by Wheeling.

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 : Rooms 1101-4, 11th Floor, Harcourt House  
39 Gloucester Road  
Wanchai  
Hong Kong

Web-site address (if applicable) : www.gdc-world.com

Share registrar : *Principal Registrars*  
The Bank of Bermuda Limited

*Hong Kong Branch Share Registrars and Transfer Office*  
Tricor Standard Limited

Auditors : Deloitte Touche Tohmatsu

**B. Business activities**

*(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)*

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

**C. Ordinary shares**

Number of ordinary  
shares in issue : 1,295,245,540

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**

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).*

Share options (unlisted) : 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 4,043,000 share options remain outstanding as at the date of this form.

38,070,000 share options were granted by the Company on 30th October, 2007 at the exercise price of HK\$2.75 per share and 25,580,000 share options remain outstanding as at the date of this form.

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

## 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 Stock Exchange against all liability incurred and all losses suffered by the Stock Exchange in connection with or relating to the Information.

Signed by Chen Zheng  
for himself and as the lawful attorney of  
Cao Zhong,  
Jin Guo Ping,  
Leung Shun Sang, Tony,  
Hui Hung, Stephen,  
Kwong Che Keung, Gordon and  
Japhet Sebastian Law

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Chen Zheng

## NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Stock Exchange (in the electronic format specified by the Stock Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Stock Exchange.*