

The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities.

Unless defined otherwise, terms used in this announcement shall have the same meanings as defined in the prospectus of Global Digital Creations Holdings Limited (the "Company") dated 23rd July, 2003 (the "Prospectus").



## Global Digital Creations Holdings Limited

環球數碼創意控股有限公司\*

(incorporated in Bermuda with limited liability)

### LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING AND PUBLIC OFFER

Number of New Shares under the New Issue : 66,300,000 Shares  
Number of Placing Shares : 58,300,000 Shares  
Number of Public Offer Shares : 8,000,000 Shares  
Issue Price : HK\$1.00 per New Share  
Nominal Value : HK\$0.01 each  
GEM Stock Code : 8271

Sponsor



ASIA INVESTMENT CAPITAL LIMITED

Joint Financial Advisers



CM-CCS Securities Limited



Kingsway Capital Limited

Lead Manager and Bookrunner



CM-CCS Securities Limited

Underwriters

CM-CCS Securities Limited

Quest Stockbrokers (HK) Limited  
CSC Securities (HK) Limited  
Quam Securities Company Limited  
Asia Investment Capital Limited  
Sanfull Securities Limited  
Hong Tong Hai Securities Limited

Tai Fook Securities Company Limited  
Crosby Limited  
Chun Yick Securities Limited  
First Asia Finance Group Limited  
DL Brokerage Limited  
Partners Capital International Limited

\* For identification purposes only

## SUMMARY

- Further to the allotment results announcement made by the Company dated 30th July, 2003, the Company wishes to announce the distribution of the 58,300,000 Placing Shares (as detailed below).
- A total of 58,300,000 Placing Shares available under the Placing were approximately 1.1 times subscribed and have been allocated in full to 125 professional, institutional and individual investors.
- Save for (i) 7,984,000 Placing Shares, representing approximately 13.7% of the total number of Placing Shares available under the Placing and approximately 1.0% of the total issued share capital of the Company immediately after the New Issue and Capitalization Issue, which has been allotted to Houlder Insurance Brokers (Far East) Limited, a fellow subsidiary of CM-CCS (which is the Lead Manager and one of the Underwriters); and (ii) 550,000 Placing Shares, representing approximately 0.9% of the total number of Placing Shares available under the Placing and approximately 0.1% of the total issued share capital of the Company immediately after the New Issue and Capitalization Issue, which has been allotted to Tai Fook Securities Company Limited (one of the Underwriters), none of the Underwriters has been allotted any Placing Shares for its own account under the Placing.
- Save for the aggregate of the sum of 8,534,000 Placing Shares, representing a sum of approximately 14.6% of the total number of Placing Shares available under the Placing and approximately 1.1% of the total issued share capital of the Company immediately after the New Issue and Capitalization Issue, none of the Underwriters has been allotted any Placing Shares for its own account under the Placing.
- Save as disclosed above, none of the Shares have been placed with the directors, chief executive, management shareholders, substantial shareholders and significant shareholders of the Company or any of their respective associates, or parties as stated in Rule 10.12(4) of the GEM Listing Rules, or any nominees of any of the foregoing
- **Investors should be aware that there is a high concentration of Shares held by a small number of Shareholders, which may affect the liquidity of the Shares in the secondary market. Shareholders and potential investors are advised to exercise extreme caution in dealing in the Shares.**
- Dealings in the Shares on GEM are expected to commence at 9:30 a.m. on Monday, 4th August, 2003.

## LEVEL OF INTERESTS

Indications of interests for a total of approximately 63,316,000 Placing Shares from professional, institutional and individual investors have been received by the Underwriters, equivalent to approximately 1.1 times of the 58,300,000 Placing Shares available under the Placing. The Directors announce that a total of 58,300,000 Placing Shares available under the Placing have been allocated in full to 125 professional, institutional and individual investors.

Save for (i) 7,984,000 Placing Shares, representing approximately 13.7% of the total number of Placing Shares available under the Placing and approximately 1.0% of the total issued share capital of the Company immediately after the New Issue and Capitalization Issue, which has been allotted to Houlder Insurance Brokers (Far East) Limited, a fellow subsidiary of CM-CCS (which is the Lead Manager and one of the Underwriters); and (ii) 550,000 Placing Shares, representing approximately 0.9% of the total number of Placing Shares available under the Placing and approximately 0.1% of the total issued share capital of the Company immediately after the New Issue and Capitalization Issue, which has been allotted to Tai Fook Securities Company Limited (one of the Underwriters), none of the Underwriters has been allotted any Placing Shares for its own account under the Placing. Save for the aggregate of the sum of 8,534,000 Placing Shares, representing a sum of approximately 14.6% of the total number of Placing Shares available under the Placing and approximately 1.1% of the total issued share capital of the Company immediately after the New Issue and Capitalization Issue, none of the Underwriters has been allotted any Placing Shares for its own account under the Placing.

The Directors confirmed that, save as disclosed above, none of the Shares have been placed with the directors, chief executive, management shareholders, substantial shareholders and significant shareholders of the Company or any of their respective associates, or parties as stated in Rule 10.12(4) of the GEM Listing Rules, or any nominees of any of the foregoing.

The following sets forth the concentration of the 58,300,000 Placing Shares:

	<b>Aggregate number of Placing Shares allotted for</b>	<b>Approximate percentage of allotment based on total number of Placing Shares allotted for (%)</b>	<b>Approximate percentage of shareholding immediately after the New Issue and Capitalization Issue (%)</b>
Top placee	7,984,000	13.7	1.0
Top 5 placees	21,544,000	37.0	2.8
Top 10 placees	30,544,000	52.4	3.9
Top 25 placees	43,594,000	74.8	5.6

**Investors should be aware that there is a high concentration of Shares held by a small number of Shareholders, which may affect the liquidity of the Shares in the secondary market. Shareholders and potential investors are advised to exercise extreme caution in dealing in the Shares.**

The 58,300,000 Placing Shares were allocated to 125 places as follows:

<b>Number of Placing Shares applied for</b>	<b>Number of places</b>
10,000– 50,000	33
50,001– 100,000	29
100,001– 200,000	20
200,001– 500,000	21
500,001–1,000,000	10
1,000,001–2,000,000	7
2,000,001–5,000,000	4
Over 5,000,000	1
	<hr/>
Total	<u><u>125</u></u>

Immediately after the completion of the New Issue and Capitalization Issue, the 125 places and 95 allottees (as disclosed in the Company’s announcement dated 30th July, 2003 under the Public Offer) will become public Shareholders. Accordingly, there will be more than 100 shareholders in the Company.

### **DEPOSIT OF SHARE CERTIFICATES INTO CCASS**

Subject to the granting of listing of, and permission to deal in, the Shares on GEM, as well as the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or any other date determined by the HKSCC. Settlement of transactions between the participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

All necessary arrangements have been made for the Shares to be admitted into CCASS.

The share certificates issued in respect of the Placing Shares will be deposited into CCASS on or before 1st August, 2003 for credit to respective CCASS participants’ stocks accounts or investor participant stock accounts of the places.

### **MINIMUM PUBLIC FLOAT REQUIREMENT**

Pursuant to Rule 11.23(1) of the GEM Listing Rules, at the time of listing and at all times thereafter the Company must maintain the “minimum prescribed percentage” of its issued share capital in the hands of the public which, in the case of the Company, is not less than 25%. The public float of the Company upon the completion of the New Issue and the Capitalization Issue will be approximately 27.7%.

## COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 9:30 a.m. on Monday, 4th August, 2003.

By order of the Board  
**Global Digital Creations Holdings Limited**  
**Raymond Dennis Neoh**  
*Director*

Hong Kong, 31st July, 2003

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and is not misleading; there are no other matters the omission of which would make any statement in this announcement misleading; and all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the day of its posting.*