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## **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 THE SGM**

**NOTICE IS HEREBY GIVEN** that the special general meeting of Global Digital Creations Holdings Limited (the “**Company**”) will be held at Oasis Room, 8/F., Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 2 September 2011 at 11:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution:

#### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the subscription agreement dated 12 July 2011 entered into between the Company and Mr. Chen Zheng, Mr. Leung Shun Sang, Tony, Mr. Kwong Che Keung, Gordon and Professor Japhet Sebastian Law (the “**Subscribers**”) pursuant to which the Subscribers agreed to subscribe for an aggregate of 223,000,000 new shares of HK\$0.01 each in the share capital of the Company at the subscription price of HK\$0.35 per Share (the “**Subscription Agreement**”) (copy of which is tabled at the meeting and marked “A” and initialed by the chairman of the meeting for identification purposes) be and are hereby approved, confirmed and ratified; and
- (b) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental, ancillary to or in connection with the matters contemplated in or relating to the Subscription Agreement and completion thereof as he/she may consider necessary, desirable or expedient.”

By Order of the Board  
**Global Digital Creations Holdings Limited**  
**Li Shaofeng**  
*Chairman*

Hong Kong, 2 August 2011

\* *For identification purposes only*

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
2. A form of proxy for the meeting is enclosed. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority shall be deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting at which the person named in the instrument proposes to vote.
3. The register of members of the Company will be closed from Thursday, 1 September 2011 to Friday, 2 September 2011, both days inclusive, during which period, no transfer of Shares will be registered. In order to qualify for attending the above mentioned meeting, all share certificates with completed transfer forms must be lodged with the Hong Kong branch share registrars and transfer office of the Company, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 31 August 2011.
4. The votes at the above mentioned meeting will be taken by poll.

*As at the date of this announcement, the board of directors of the Company comprises Mr. Li Shaofeng (Chairman and Executive Director), Mr. Chen Zheng (Managing Director and Executive Director), Mr. Jin Guo Ping (Deputy Managing Director and Executive Director), Mr. Leung Shun Sang, Tony (Non-executive Director), Mr. Kwong Che Keung, Gordon (Independent non-executive Director), Mr. Hui Hung, Stephen (Independent non-executive Director) and Prof. Japhet Sebastian Law (Independent non-executive Director).*

*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 not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

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