



**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)

**FORM OF PROXY FOR THE SPECIAL GENERAL MEETING  
 TO BE HELD ON 2 SEPTEMBER 2011 OR ANY ADJOURNMENT THEREOF**

I/We<sup>1</sup> \_\_\_\_\_  
 of \_\_\_\_\_  
 being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares (“Shares”) of HK\$0.01 each in the capital of Global Digital Creations Holdings Limited (the “Company”), **HEREBY APPOINT** the chairman of the special general meeting of the Company, or<sup>3</sup> \_\_\_\_\_  
 of \_\_\_\_\_

as my/our proxy to attend and act for me/us and on my/our behalf at the special general meeting of the Company to 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. or at any adjournment thereof (the “Meeting”) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at the Meeting to vote for me/us and in my name/our name(s) in respect of the resolutions as indicated hereunder, and, if no such indication is given, as my/our proxy thinks fit.

<b>ORDINARY RESOLUTION</b>	<b>FOR<sup>4</sup></b>	<b>AGAINST<sup>4</sup></b>
To approve, confirm and ratify 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”) and to authorise any one director of the Company 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.		

Signature<sup>5</sup>: \_\_\_\_\_

Date: \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
3. If any proxy other than the chairman of the Meeting is preferred, please strike out “the chairman of the meeting, or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT:** If you wish to vote for a resolution, please tick in the box marked “For”. If you wish to vote against a resolution, please tick in the box marked “Against”. If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the SGM Notice.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised to sign the same.
6. In order to be valid, this form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited with 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 not less than 48 hours before the time appointed for holding the Meeting.
7. In the case of joint registered holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he/she was solely entitled thereto; but if more than one of such holders be present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the register of members of such Shares shall alone be entitled to vote in respect thereof.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting if you so wish. If you attend and vote at the Meeting, this form of proxy will be deemed to be revoked.

\* For identification purpose only