

DIRECTORS

Chairman and Non-executive Director

Mr. Anthony Francis Neoh, SC, JP, aged 56, is the Chairman of the Board. Mr. Anthony Neoh was appointed as a Director in November 2002 and is responsible for the operational and strategic planning of the Group. In October 1998, at the invitation of Premier Zhu Rongji, he became current Chief Advisor of the China Securities Regulatory Commission. He was appointed as the Chairman of the SFC in 1995 in which capacity he served until September 1998. Prior to chairing the SFC, he served 13 years in the Hong Kong Civil Service having served in various directorate appointments before joining the private Bar in 1979. During his time in the private Bar, he was active in public service, serving as a member of many public boards. He is an actively practising Senior Counsel of the Hong Kong Bar and is a member of the California Bar and the English Bar. He was also Chairman of the Technical Committee of the International Organization of Securities Commissions from 1996 to 1998. He also served as visiting professor in many universities, including Peking, Tsinghua and Harvard Universities. Mr. Anthony Neoh is the elder brother of Mr. Raymond Neoh.

Executive Director

Mr. Raymond Dennis Neoh, aged 52, is the founder of the Group. Mr. Raymond Neoh is also the Chief Executive Officer of the Group and the Chief Operating Officer in charge of the CG creation and production business of the Group. He holds a bachelor degree in Business Administration from Hawaii Pacific University and a Master degree in International Management from the American Graduate School of International Management in May 1976. He has been involved in CG processing since early 1980's in California, the US and is a voting member of American Computer Machine Association and member of SIGGRAPH. In 1998, he obtained support from the Hong Kong Government and the City University of Hong Kong to establish DCDC and trained over 300 CG artists from 1998 to early 2000. Mr. Raymond Neoh was an executive director of DCDC between 26th March, 1999 and 13th October, 2001. He also set up the production pipeline which enabled DCDC to produce a 26 episode full CG television series, consisting of a total of 13 hours of animation. Mr. Raymond Neoh is the younger brother of Mr. Anthony Neoh.

Non-executive Directors

Mr. David Deng Wei, aged 39, was appointed as a Director in April 2003. Mr. Deng holds a bachelor degree in Electronic Engineering, a master degree in Business Administration. Mr. Deng holds various public positions in the PRC such as acting as a member of Chinese People's Political Consultative Conference (全國政協委員), and is a part-time professor at the Technical Institute of the Harbin University (哈爾濱工業大學). He has also received various awards for his achievements in the PRC such as the 10th Annual "Ten Most Outstanding Youth" in the PRC.

Mr. Richard Yingneng Yin, aged 50, was a director of (i) GDC China Limited between March 2000 to September 2002; (ii) IDMT between August 2000 and September 2002; and (iii) GDC Entertainment between July 2001 and June 2002. Mr. Yin was appointed as a Director in April 2003. He is a fellow member of the Institute of Chartered Accountants of both England and Wales, and Australia. Mr. Yin has extensive experience in various regulatory organisations, including Australian Securities and Investments Commission, the New South Wales Corporate Affair Commission and the SFC. Prior to re-joining the Group in 2003, Mr. Yin was director of Intermediaries Supervision Department in the SFC. Mr. Yin is currently a director and chief executive officer of Weaver International Limited, a Bermuda company which engages in financial software development and a non-executive director of SW Kingsway.

Independent non-executive Directors

Mr. Gordon Kwong Che Keung, aged 53, was appointed as an independent non-executive Director in April 2003. Mr. Kwong graduated from the University of Hong Kong in 1972 and qualified as a chartered accountant in England in 1977. Mr. Kwong was a partner of Price Waterhouse Hong Kong from 1984 to 1998. He has served as a part-time panel member of the Hong Kong Government's Central Policy Unit from 1993 to 1995 and was an independent member of the Council of the Stock Exchange from 1992 to 1997 during which time he had acted as convener of both the Compliance Committee and the Listing Committee of the Stock Exchange. Currently, he is a non-executive director of COSCO Pacific Limited and COSCO International Holdings Limited and independent non-executive director of a number of other Hong Kong listed companies.

Professor Japhet Sebastian Law, aged 51, was appointed as an independent non-executive Director in April 2003. Professor Law obtained his Ph.D. in Mechanical/Industrial Engineering from the University of Texas at Austin in 1976. He joined the Chinese University of Hong Kong in 1986. He was the Associate Dean and subsequently the Dean of the Faculty of Business Administration Chinese University of Hong Kong from 1993 until 2002. Prior to returning to Hong Kong, Professor Law was the Director of Operations Research at the Cullen College of Engineering and Director of Graduate Studies in Industrial Engineering at the University of Houston, and was also involved with the U.S. Space Program in his career with McDonnell Douglas and Ford Aerospace in the United States. Professor Law has acted as a consultant with various corporations in Hong Kong and overseas. He is also active in public services, having served as Member of the Provisional Regional Council of the Hong Kong SAR Government, and is currently the Chairman of Oxfam Hong Kong. Professor Law is a teaching Professor in the Department of Decision Sciences and Managerial Economics at the Chinese University of Hong Kong.

Mr. Stephen Scharf, aged 53, was appointed as an independent non-executive Director in April 2003. Mr. Stephen Scharf is currently a partner in O'Melveny & Myers LLP's Century City office and specializes in entertainment and media finance. A substantial part of his practice involves motion picture, television and multimedia financing transactions including banking transactions, securitizations, tax shelter financings, completion guaranties and equity investments. Mr. Scharf has worked on a number of international motion picture financing transactions in the United Kingdom, Germany, Japan, Hong Kong, Australia, and Canada. Mr. Stephen Scharf obtained his J.D. at Stanford Law School in 1975.

COMPLIANCE OFFICER

Mr. Raymond Dennis Neoh, is also the Chief Executive Officer and one of the authorised representatives of the Company.

AUDIT COMMITTEE

The Company has established an audit committee on 18th July, 2003 with written terms of reference in compliance with Rules 5.23 to 5.25 of the GEM Listing Rules. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control system of the Group and to review the Company's annual reports and accounts, interim/half-year and quarterly reports.

The audit committee has three members comprising the three independent non-executive Directors, namely Mr. Gordon Kwong Che Keung, Professor Japhet Sebastian Law and Mr. Stephen Scharf. Mr. Gordon Kwong Che Keung is the Chairman of the audit committee.

SENIOR MANAGEMENT

Dr. Chong Man Nang, aged 36, is the Chief Technology Officer of the Group in charge of the digital content distribution and exhibitions business of the Group. Dr. Chong is responsible for the technical support for the Group's CG production. He was the chief consultant of Da Vinci Technologies Pte. Limited, a wholly owned subsidiary of the NASDAQ listed Acterna Incorporation from 2000 to 2002. Dr. Chong was an Associate Professor at the School of Computer Engineering, Nanyang Technological University of Singapore from 1992 to 2000. In 1996, he led a team to win the worldwide TI's Digital Signal processing Solutions Challenge award of US\$100,000. In 1999, Dr. Chong founded the Nirvana Digital Pte. Ltd., a leading digital signal processing company which was subsequently acquired by Acterna Corporation in April 2000. Dr. Chong is credited with the invention and successful commercial release of Nirvana's award-winning RIVIVAL DIGITAL™ product lines. Dr. Chong has also credited with Hollywood's production such as 20th Century Fox's *Kung Pow: Enter the Fist* which was released on 2,480 screens in the US in January 2002. Dr. Chong joined the Group in September 2000.

Mr. Adrian Mak Yau Kee, aged 42, is the Chief Financial Officer of the Group and qualified accountant of the Company. He is a fellow member of the Institute of Chartered Accountants in England and Wales and an associate member of the Hong Kong Society of Accountants. Mr. Mak has over 18 years of accounting and corporate finance experience in the private and public sectors gained in Hong Kong and the United Kingdom. Prior to his current position, Mr. Mak was the Chief Financial Officer for CyberCity Holdings Limited. Between 1992 and 2000, Mr. Mak was an associate director of the Corporate Finance Division at the SFC with responsibilities for regulating takeover and merger transactions and developing listing policy with the Stock Exchange. Mr. Mak graduated from the University of Birmingham with a B. Sc. Degree in Chemical Engineering. Mr. Mak joined the Group in August 2002.

Ms. Amelia Mak Lai Yu, aged 55, is the Chief Administration Officer and Legal Adviser of the Group responsible for legal, administration and corporate affairs. She was Legal Executive in charge of the Litigation Department of H. H. Lau & Co., Solicitors from 1974 to 1980. During this time, she was involved in many landmark cases in the Hong Kong Courts and in the Privy Council. In 1981, she became legal adviser to the Young Chi Shing Group. From 1989 to 1995, she became the Legal Adviser and Company Secretary to Miramar Hotel and Investment Co Ltd., a company listed on the Stock Exchange. Since 1995 she served for two years as Legal Adviser in the Guoco and Dao Heng Group and thereafter returned to the Young Chi Shing Group. Ms. Mak joined the Group in December 2000.

Mr. Benjamin Ng, aged 50, is the Asia Pacific director of GDC Technology Limited and has more than 25 years of experience in the field of marketing and event organisation. He had served the Andry Montgomery Group in the United Kingdom for 12 years. After he left the Andry Montgomery Group, he worked as a vice president for the Times Publishing Group. In 1995, he joined International Theatre Technology (later known as Greater Union Entertainment Technology) and in 1999 moved to head the operations of Christie Incorporated in Asia. He was the director of partners in Media, a publisher of TV Asia and Asia Image trade magazines between 1993 and 1998. Since 1996, he has been the Chairman of Exhibition Committee of the International Design Forum (IDF). Mr. Ng joined the Group in August 2002.

Mr. Parimal Aswani, aged 25, is the Senior Research and Development Engineer for GDC Technology Limited. He received his Master of Engineering degree from Nanyang Technological University, Singapore in 2000. His masters research was on Model-based segmentation of image sequences used in MPEG4 and he has 7 years of experience in digital video processing. He received his Bachelor degree in Computer Engineering from the same university in 1999 with a first class honours. His accelerated honours project was on Video Noise Reduction and MPEG2 Compression. He joined the Group in October 2000.

Ms. Ellen Ling Xu, aged 40, is the Studio Manager of IDMT. She graduated from Shangdong Teacher's University with a bachelor of arts degree in English language and literature. Ms. Xu has over 6 years of experience in the animation industry and was a production manager of Pacific Rim Animation Co., Ltd., an American animation studio in Shenzhen, the PRC from 1992 to 1994 and the producer of the Spanish television series *The Adventure of Professor Thomason*. She also has over 6 years of experience in marketing. She had served as one of the judges for Animation of Golden Eagle Award, the biggest award for TV programs in the PRC and is currently an active member of Cartoon Commission of the Chinese TV Artists Association. Ms. Xu joined the Group in October 2002.

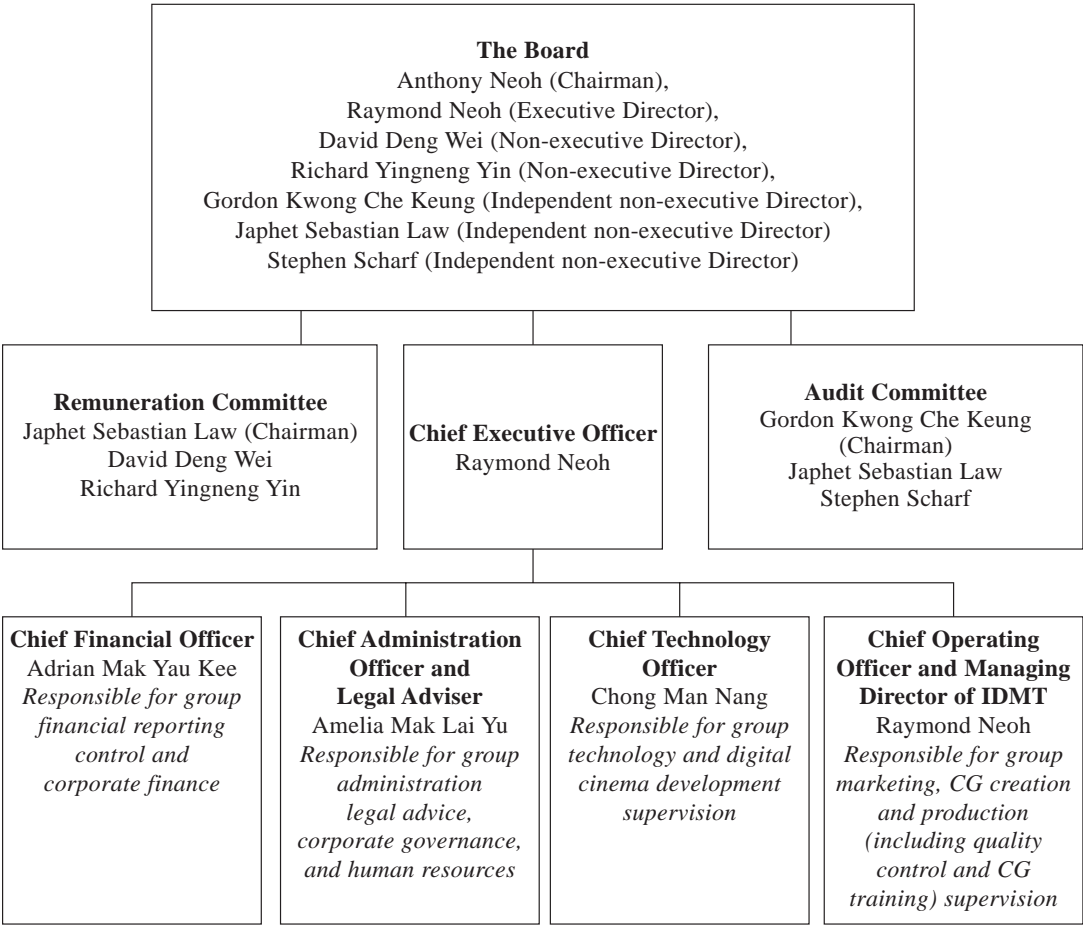
Mr. Ujval Lodha, aged 25, is the Senior Research and Development Engineer of the Group. Mr. Lodha received his Bachelor degree in Computer Engineering from Nanyang Technological University in Singapore in 1998. He has since worked with Hewlett Packard R&D in developing embedded systems for printers and Isolix (Singapore) Private Ltd in providing design and development consulting for e-business solutions. He was also one of the founders of an e-business company buyittogether.com which was later acquired by a Scandinavian company coshopper.com. During his studies, he had undertaken research in optimizing motion estimation algorithms for parallelization and developing visual languages for algorithm simulations. His studies in Singapore were on a complete scholarship from Singapore Airlines. He joined the Group in October 2001 and is now working on high definition movie compression and encryption techniques.

Ms. Joyce Kau Chui Fan, aged 26, is the Accountant of the Group. Prior to joining the Group in September 2002, Ms. Kau had worked in Deloitte Touche Tohmatsu, Hutchison Port Holdings Limited and Lam Soon Hong Kong Limited in Hong Kong. She is an associate member of the Association of Chartered Certified Accountants, and received her Bachelor degree in Business Administration from the Hong Kong University of Science and Technology.

Ms. Dai Lun, aged 28, is the Accountant of IDMT. Ms. Dai is a Fellow Member of the Chinese Institute of Certified Public Accountants and a graduate of North Jiaotong University with a bachelor degree in Financial Management. Prior to her current position, Ms. Dai Lun was the Accountant for Zhengzhou Railway Bureau in Henan Province, the PRC between 1996 and 1999 and was an audit manager for Guangshen Certified Public Accountants in Shenzhen between 2000 and 2001. Ms. Dai joined the Group in June 2001.

MANAGEMENT STRUCTURE

Set out below is the management structure of the Group:



STAFF

Overview of staff

As at the Latest Practicable Date, the Group had a total of 245 staff. The breakdown of staff by function and geography is as follows:

	Hong Kong	The PRC	Singapore	Total
Management	4	2	1	7
CG creation and production	5	171	—	176
Research and development	1	12	8	21
Sales and marketing	—	1	—	1
Tutors	—	23	—	23
Finance and administration	2	15	—	17
	12	224	9	245

Relationship with staff

The Group recognises the importance of training for its staff. Apart from on-the-job training, the Group also regularly provides internal and external training for its staff to enhance their technical knowledge.

The Group has not experienced any significant problems with its employees or disruption to its operations due to labour disputes nor has it experienced any difficulties in the recruitment and retention of experienced staff. The Directors believe that the Group has a good working relationship with its employees.

Benefits

The Group provides various employees' benefit, including provision of a medical scheme and staff quarters.

The Group has implemented a defined contribution retirement scheme for its staff in Hong Kong in compliance with the requirements of the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong). Monthly contributions are based on a percentage of the employees' basic salaries.

In Singapore, it is mandatory for the Company's wholly-owned subsidiary in Singapore, namely, GDC Technology Pte Limited, to contribute to the Central Provident Fund retirement scheme on a monthly basis. Contributions to such scheme, which is a defined contribution retirement scheme, are calculated at a percentage of the gross salaries of its employees.

In compliance with the relevant rules and regulations of the PRC, IDMT has purchased social insurance in the PRC, and has taken out old-age insurance, unemployment insurance and basic medical insurance for the benefit of its eligible employees.

For each of the two years ended 31st December, 2002 and the one month ended 31st January, 2003, the Group incurred retirement benefit cost of approximately HK\$231,000, HK\$780,000 and HK\$91,000 respectively. The retirement benefit scheme costs charged to the consolidated profit and loss account represent gross contributions paid and payable by the Group to the above schemes. The assets of the schemes in Hong Kong and Singapore are held separately from those of the Group in independently administered funds.

Share Option Scheme

Pursuant to a resolution passed at the special general meeting of the Company on 18th July, 2003, the Company has conditionally adopted the Share Option Scheme whereby full-time or part-time employees and directors (whether executive directors, non-executive directors or independent non-executive directors) of the Company, or any of its subsidiaries or associated companies, may be granted options to acquire Shares. The principal terms of the Share Option Scheme are set out in the section headed "Share Option Scheme" in appendix V to this prospectus.

As at the date of this prospectus, no option has been granted or agreed to be granted by the Company under the Share Option Scheme.