**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)

# RESIGNATION OF EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR; CHANGE OF CHAIRMAN AND COMPOSITION OF BOARD COMMITTEES; AND LIST OF DIRECTORS AND THEIR ROLES AND FUNCTIONS

## RESIGNATION OF DIRECTORS

The board (the "**Board**") of directors (the "**Director(s)**") of Global Digital Creations Holdings Limited (the "**Company**") here by announces the following changes, all of which will take effect from 1 September 2026:

1. Mr. Feng Xianhuai ("**Mr. Feng**") has tendered his resignation as an executive Director of the Company, the Chairman of the Board, chairman and member of each of the executive committee (the "**Executive Committee**") and the nomination committee of the Company (the "**Nomination Committee**"), vice chairman and member of the remuneration committee of the Company (the "**Remuneration Committee**"), an authorised representative of the Company (the "**Authorised Representative**") under Rule 5.24 of the Rules Governing the Listing of Securities on GEM of the Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (the "**GEM Listing Rules**") and the authorised representative of the Company for accepting service of process and notices on behalf of the Company in Hong Kong (the "**Process Agent**") under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and Rule 24.05(2) of the GEM Listing Rules in order to devote more time to his other business commitment; and

2. Ms. Wu Chunhua ("**Ms. Wu**") has tendered her resignation as an independent non-executive Director, the chairman and a member of the Remuneration Committee as well as a member of the Nomination Committee and the audit committee of the Company (the "**Audit Committee**") in order to devote more time to her personal and other commitments.

Mr. Feng and Ms. Wu have confirmed that they have no disagreement with the Board and there are no other matters relating to their resignations that need to be brought to the attention of the shareholders of the Company and the Stock Exchange.

The Board would like to express its sincere gratitude to Mr. Feng and Ms. Wu for their valuable contribution and services to the Company and the Board during their tenure of office.

**CHANGE OF CHAIRMAN OF THE BOARD AND CHANGE IN COMPOSITION IN BOARD COMMITTEES**

The Board further announces the following changes, all of which will take effect from 1 September 2026:

1. Mr. Zhao Jinkui ("**Mr. Zhao**"), an executive Director and the managing director of the Company has been appointed as the Chairman of the Board, chairman and a member of each of the Executive Committee and the Nomination Committee, and vice chairman and a member of the Remuneration Committee;

2. Mr. Zheng Xiaodong ("**Mr. Zheng**"), an Independent non-executive Director has been appointed as the chairman of the Remuneration Committee; and

3. Ms. Yang Siwei ("**Ms. Yang**"), an independent non-executive Director, has been appointed as a member of the Remuneration Committee, the Nomination Committee and the Audit Committee.

The biographical details of Mr. Zhao are set out below:

Mr. Zhao Jinkui, aged 44, is a senior engineer. Mr. Zhao graduated from Northeastern University of the People's Republic of China with a master's degree of engineering. Mr. Zhao joined Shougang Group Co., Ltd. ("**Shougang Group**") in July 2005. He held senior positions in a number of subsidiaries of Shougang Group and has extensive experience in project management and marketing management. Currently, he is a deputy general manager of Shougang Holdings (Hong Kong) Limited ("**Shougang Hong Kong**") and an authorized representative and managing director of Beijing Shougang Metal Co., Ltd. Shougang Group is the ultimate holding company of Beijing Shougang Metal Co., Ltd and Shougang Hong Kong which is a substantial shareholder of the Company within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong (the "**SFO**").

Mr. Zhao has entered into a service contract with the Company for a term from 1 July 2026 to 31 December 2028, Mr. Zhao shall subject to retirement by rotation pursuant to the bye-laws of the Company. Mr. Zhao's emoluments has been determined with reference to his experience and duties as well as the then prevailing market conditions. Pursuant to his service contract, Mr. Zhao has voluntarily declined any director's salary. He is entitled to a discretionary bonus as may be determined by the Board or its delegated committee(s) from time to time with reference to the then prevailing market conditions, the performance of the Group as well as his individual performance.

Save as disclosed above, as at the date of this announcement, Mr. Zhao has confirmed that (i) he does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company ; (ii) has not held any directorships in other public companies listed on the Stock Exchange or overseas in the last three years; (iii) does not have any interests in the shares of the Company, within the meaning of Part XV of the SFO; (iv) there are no other matters which need to be brought to the attention of the shareholders of the Company; and (v) there is no information to be disclosed pursuant to the requirements of the provisions under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

There is no change to Mr. Zhao's remuneration and Mr. Zheng's director fee and the substantive terms of their service contracts. Immediately following Ms. Yang's appointment, her director's fee will be adjusted to HK$240,000 per annum which is determined with reference to her experience and duties as well as the then prevailing market conditions.

For biographical details of Mr. Zheng and Ms. Yang, please refer to the Company's 2025 annual report "Biographies of directors and senior management" section.

The Board would like to welcome Mr. Zhao, Mr. Zheng and Ms. Yang to take up the new positions in the Company.

## CHANGE OF AUTHORISED REPRESENTATIVE AND PROCESS AGENT

Following Mr. Feng's resignation, Mr. Zhao has been appointed as the Authorised Representative and the Process Agent, with effect from 1 September 2026.

## DEVIATION OF THE CORPORATE GOVERNANCE CODE

Pursuant to code provision C.2.1 of the Corporate Governance Code in Appendix C1 (the "**CG Code**") to the GEM Listing Rules, the role of chairman and the chief executive officer should be separated and should not be performed by the same individual to ensure a balance of power and authority. Mr. Zhao will take up both the roles of the Chairman of the Board and the managing director of the Company which is a deviation of the CG Code.

The Board considers that the vesting both roles in Mr. Zhao will allow for more effective planning and execution of business strategies. Although the positions of the Chairman of the Board and managing director of the Company are not separate, the powers and authorities have not been concentrated as all major decisions have been made in consultation with the Board and appropriate Board committees, as well as senior management. In addition, there is one non-executive Director and three independent non-executive Directors on the Board offering their experience, expertise, independent advice and views from different perspectives. The Board is therefore of the view that there are adequate balance of power and safeguards in place. The Board will continue to review the effectiveness of the Group's corporate governance structure to assess whether changes, including the separation of chairman of the Board and managing director of the Company, as and when necessary.

## LIST OF DIRECTORS AND THEIR ROLES AND FUNCTIONS

With effect from 1 September 2026, the members of the Board and the memberships of the four Board committees of the Company are as follows:

## Members of the Board

***Executive Directors***
Mr. Zhao Jinkui (Chairman & Managing Director)
Mr. He Peng (Deputy Managing Director)

***Non-executive Director***
Mr. Chen Zheng (Deputy Chairman)

***Independent Non-executive Directors***
Mr. Lam Yiu Kin
Mr. Zheng Xiaodong
Ms. Yang Siwei

## Memberships of the four Board committees

| Board Committee / Director | Executive Committee | Audit Committee | Nomination Committee | Remuneration Committee |
|---|---|---|---|---|
| Mr. Zhao Jinkui | C | | C | VC |
| Mr. He Peng | M | | | |
| Mr. Chen Zheng | | | | |
| Mr. Lam Yiu Kin | | C | M | M |
| Mr. Zheng Xiaodong | | M | M | C |
| Ms. Yang Siwei | | M | M | M |

Notes:
C – Chairman of the relevant Board committees
VC – Vice Chairman of the relevant Board committees
M – Member of the relevant Board committees

By Order of the Board
**Global Digital Creations Holdings Limited**
**Feng Xianhuai**
*Chairman*

Hong Kong, 28 August 2026

*As at the date of the announcement, the Board comprises Mr. Feng Xianhuai (Chairman), Mr. Zhao Jinkui (Managing Director) and Mr. He Peng (Deputy Managing Director) as Executive Directors; Mr. Chen Zheng (Deputy Chairman) as Non-executive Director; Mr. Lam Yiu Kin, Mr. Zheng Xiaodong, Ms. Wu Chunhua and Ms. Yang Siwei as Independent Non-executive Directors.*



***** *For identification purpose only*