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China 3D Digital Entertainment Limited

中國3D數碼娛樂有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code : 8078)

SUPPLEMENTAL AGREEMENT IN RELATION TO THE ACQUISITION OF 40% OF THE ISSUED SHARE CAPITAL OF THE TARGET COMPANY AND INVOLVING THE ISSUE OF CONVERTIBLE BONDS UNDER SPECIFIC MANDATE

Reference is made to the announcement (the “**Announcement**”) dated 14 December 2015 in relation to, among other things, the acquisition of 40% equity interest in the Target Company. Unless otherwise stated herein, capitalized terms used herein shall have the same meanings as those defined in the Announcement.

SUPPLEMENTAL AGREEMENT

After trading hours on 6 January 2016, the Purchaser and the Vendor entered into a supplemental agreement to the Sale and Purchase Agreement, pursuant to which (i) the long stop date of the Sale and Purchase Agreement (the “**Long Stop Date**”) was extended to 29 February 2016 (or such other date as the Purchase and the Vendor may agree in writing); (ii) in the event that the conditions are not fulfilled or waived by the Long Stop Date, the Vendor shall forthwith refund to the Purchaser all amount paid by the Purchaser (or its nominee) under the Agreement to the Vendor (or its nominee); and (iii) the Consideration be settled and discharged by the Purchaser as follows:

1. on or before 15 January 2016, an amount of HK\$3,000,000 shall be paid by the Purchaser to the Vendor as a refundable deposit;
2. on Completion, an amount of HK\$3,600,000 shall be settled by way of cash in a certain mode and manner payable to the Vendor plus the Adjustment Amount; and

3. an amount of HK\$7,000,000 (subject to adjustment) shall be settled by issue of the Convertible Bond by the Company to the Vendor within 7 days from the date on which the 2016 Actual Profit is presented by the Vendor (or such other date as may be agreed by the Purchase and Vendor in writing).

Save as disclosed above, all other terms and conditions of the Sale and Purchase Agreement remain unchanged and in full force and effect in all respects.

By Order of the Board
China 3D Digital Entertainment Limited
Shiu Stephen Junior
Chairman

Hong Kong, 14 January 2016

As at the date hereof, the Board comprises:

Executive Directors:

Mr. Shiu Stephen Junior (*Chairman*)
Mr. Sun Lap Key, Christopher
Mr. Lee Wing Ho, Albert

Independent Non-executive Directors:

Mr. Chan Chi Ho
Mr. Kam Tik Lun
Mr. Tam Kwok Ming, Banny

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 GEM website at www.hkgem.com on the “Latest Company Announcements” page for seven days from the day of its posting and on the website of the Company at www.china3d8078.com.

* *for identification purposes only*