

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“**Meeting**”) of China 3D Digital Entertainment Limited (the “**Company**”) will be held at 7/F, Zung Fu Industrial Building, 1067 King’s Road, Quarry Bay, Hong Kong on at 4:00 p.m. on Tuesday, 2 February 2016 for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

1. “**THAT:**

the terms and conditions of the sale and purchase agreement (the “**Sale and Purchase Agreement**”) dated 14 December 2015 entered into between Double Spirit Development Limited (the “**Purchaser**”) and Mr. Stephen Chau (the “**Vendor**”) in relation to the acquisition of 40 ordinary shares of Starz Holdings Limited (“**Sale Shares**”), representing 40% of the issued share capital of Starz Holdings Limited by the Purchaser from the Vendor, a copy of which has been produced to the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification, pursuant to which the Company shall issue the Convertible Bonds (as defined below) as part of the consideration for the Sale Shares, be and are hereby approved, confirmed and ratified.

- (a) the terms and conditions of the subscription agreement (the “**Subscription Agreement**”) to be entered into between the Company and the Vendor in relation to the subscription of the convertible bonds in the principal amount of HK\$7,000,000 to be issued by the Company under the Specific Mandate to the Vendor as subscriber (the “**Convertible Bonds**”), a copy of which has

* for identification purpose only

been produced to the Meeting marked “B” and signed by the chairman of the Meeting for the purpose of identification, pursuant to which the Vendor has conditionally agreed to subscribe for and the Company has conditionally agreed to issue the Convertible Bonds which is convertible into the shares of the Company (the “**Conversion Shares**”) at the conversion price of HK\$0.3735 (subject to adjustment) per share be and are hereby approved, confirmed and ratified;

- (b) conditional upon, among others, The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Conversion Shares, the allotment and issuance of which shall be pursuant and subject to the terms of the instrument of Convertible Bonds;
- (c) subject to the Company having obtained the necessary consent, approval, authorization, permission, or confirmation from any third party to which the Company and its subsidiaries have entered into any agreement or arrangement, if required;
- (d) the directors of the Company (the “**Director(s)**”) be and is/are hereby granted a specific mandate to exercise the powers of the Company to issue the Convertible Bonds, and to allot and issue the Conversion Shares; and
- (e) any one Director be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments, agreements and deeds and do all such acts, matters and things as he/she may in his or her absolute discretion consider necessary or desirable for the purpose of and in connection with the entering into the Subscription Agreement and the transactions contemplated thereunder, including the issue of the Convertible Bonds, and to agree to any variations of the terms of the Subscription Agreement that are ancillary to the above and of administrative nature as he or she may in his or her absolute discretion consider necessary or desirable.”

On behalf of the Board
China 3D Digital Entertainment Limited
Shiu Stephen Junior
Chairman

Hong Kong, 18 January 2016

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of business
in Hong Kong:*
7th Floor
Zung Fu Industrial Building
1067 King's Road
Quarry Bay, Hong Kong

Notes:

1. A form of proxy for use at the Meeting is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer or attorney duly authorised.
3. Any shareholder of the Company entitled to attend and vote at the Meeting convened by the above notice shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the above Meeting or any adjournment thereof (as the case may be).
5. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting convened or at any adjourned meeting (as the case may be) and in such event, the form of proxy will be deemed to be revoked.
6. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, whether in person or by proxy, the most senior shall alone be entitled to vote. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.
7. As at the date of this notice, the directors of the Company are Mr. Shiu Stephen Junior (Chairman), Mr. Sun Lap Key, Christopher and Mr. Lee Wing Ho, Albert as executive directors of the Company; Mr. Chan Chi Ho, Mr. Kam Tik Lun and Mr. Tam Kwok Ming, Banny as independent non-executive directors of the Company.