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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)

### INSIDE INFORMATION

### FRAMEWORK AGREEMENT

This announcement is made by China 3D Digital Entertainment Limited (the “**Company**” or the Company together with its subsidiaries, collectively the “**Group**”) pursuant to the provisions of the inside information under Part XIVA of the Securities and Futures Ordinance (Cap. 571) and Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

The board of directors (the “**Board**”) of China 3D Digital Entertainment Limited (the “**Company**”) is pleased to announce that on 26 January 2016, the Company entered into a framework agreement (the “**Framework Agreement**”) with China 33 Media Group Limited, a company whose shares are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (stock code: 8087) (the “**Investor**”), setting out the major terms of cooperation between the parties for the proposed joint investment in the production of a total of 12 movies (collectively, “**Movies**” and each a “**Movie**”) which are expected to be distributed in Hong Kong and the People’s Republic of China with a total investment amount of about RMB485 million.

Pursuant to the Framework Agreement, subject to the entering into of supplemental investment agreements between the parties or their respective subsidiaries in respect of each of the Movies pursuant to which the parties shall agree on, among others, the expected total investment amount of such Movie, percentage and amount of investment to be contributed by each party and other terms and conditions of cooperation,

the Company will lead the production management, distribution and commercial exploitation of the Movies. All the benefits derived from the copyrights of the Movies and their ancillary products, including but not limited to incomes from theatrical distribution, distribution of video and audio format products, television broadcasts, publications, internet releases and downloads, smart phone games and apps and toys, shall be shared by both parties in such percentage in accordance with their respective percentage of investment as set out in the relevant supplemental investment agreements. Under the Framework Agreement, the parties have agreed that both parties shall be named as joints producers and co-production units of the Movies. Under the Framework Agreement, subject to the entering into of supplemental investment agreement, it is expected that the Group and the Investor shall contribute 85% and 15% of the total investment amount respectively for each Movie.

The Directors believes that the entering into the Framework Agreement can further maintaining a continuous production and launch of movies in the market. The Board believes that entering into a cooperation relationship with the Investor is in the best interests of the Company and its shareholders as a whole.

As at the date of this announcement, no formal agreement regarding the strategic co-operation has been entered into by the Company. The Company will comply with the applicable requirements under the GEM Listing Rules in the event that any agreement regarding the aforesaid co-operation is entered into by the Company.

**This announcement is for information purpose only. The cooperation relationship between the Company and the Investor is subject to, amongst other things, the entering into of supplemental investment agreement for each Movie and the terms and conditions of which are yet to be agreed. As the cooperation relationship may or may not proceed, Shareholders and/or potential investors are advised to exercise caution when dealing in the securities of the Company.**

The Board confirms that, save as disclosed in this announcement, it is not aware of any reasons for any inside information that needs to be disclosed under Part XIVA of the SFO.

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

Hong Kong, 26 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](http://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](http://www.china3d8078.com).*

*\* for identification purposes only*