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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)

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 Wednesday, 20 July 2016 for the purpose of considering and, if thought fit, passing the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the terms and conditions of the sale and purchase agreement dated 14 March 2016 (the “**Sale and Purchase Agreement I**”, 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) entered into between Action Key Investments Limited (“**Vendor I**”), Certain Best Limited (the “**Purchaser**”), and the Company in relation to the acquisition of 10,000 ordinary shares (“**Sale Shares I**”) of HMV M&E Limited (the “**Target Company**”), representing approximately 81.63% of the issued share capital of the Target Company from Vendor I to the Purchaser, pursuant to which the Company shall issue the Consideration Shares I (as defined below) as part of the consideration for the Sale Shares I, be and are hereby approved, confirmed and ratified;
- (b) the grant of specific mandate to the directors (the “**Directors**”) of the Company to allot and issue 1,118,219,178 Consideration Shares I (as defined in the circular of the Company dated 24 June 2016) to the Vendor I pursuant to the Sale and Purchase Agreement I be and is hereby approved, confirmed and ratified;

- (c) the allotment and issue 1,118,219,178 Consideration Shares I at an issue price of HK\$0.365 per Consideration Share to the Vendor I in accordance with the Sale and Purchase Agreement I be and is hereby approved, confirmed and ratified; and
- (d) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Acquisition I, the Sale and Purchase Agreement I and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Consideration Shares to the Vendor I.”

2. **“THAT:**

- (a) the terms and conditions of the sale and purchase agreement dated 1 April 2016 (the **“Sale and Purchase Agreement II”**, a copy of which has been produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification) entered into between WiL Fund I, L.P. (**“Vendor II”**), Certain Best Limited (the **“Purchaser”**), and the Company in relation to the acquisition of 2,250 ordinary shares (**“Sale Shares II”**) of the Target Company, representing approximately 18.37% of the issued share capital of the Target Company from Vendor II to the Purchaser, pursuant to which the Company shall issue the Consideration Shares II (as defined below) as part of the consideration for the Sale Shares I, be and are hereby approved, confirmed and ratified;
- (b) the grant of specific mandate to the directors (the **“Directors”**) of the Company to allot and issue 251,643,835 Consideration Shares II (as defined in the circular of the Company dated 24 June 2016) to the Vendor II pursuant to the Sale and Purchase Agreement II respectively be and is hereby approved, confirmed and ratified;
- (c) the allotment and issue 251,643,835 Consideration Shares II at an issue price of HK\$0.365 per Consideration Share to Vendor II in accordance with the Sale and Purchase Agreement II respectively be and is hereby approved, confirmed and ratified; and
- (d) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Acquisition II, Sale and Purchase Agreement II and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Consideration Shares to the Vendor II.”

SPECIAL RESOLUTION

3. “**THAT:**

subject to and conditional upon the approval of the Registrar of Companies in Bermuda, the English name of the Company be changed from “China 3D Digital Entertainment Limited” to “HVM Digital China Group Limited” and to adopt and register the Chinese name of “HVM 數碼中國集團有限公司” as the secondary name of the Company to replace the existing Chinese name of “中國 3D 數碼娛樂有限公司” which was adopted for identification purposes only (the “**Change of Company Name**”) with effect from the date of registration as set out in the certificate of incorporation on change of name issued by the Registrar of Companies in Bermuda, and THAT any one or more of the directors or the secretary of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents as he/she/they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

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

Hong Kong, 24 June 2016

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

Head office and principal place of 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, Mr. Lee Wing Ho, Albert and Mr. Chau Sai Ho, Charles 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.