



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)

PROXY FORM

Form of proxy for use at the Special General Meeting

To be held on Wednesday, 20 July 2016 at 4:30 p.m.

(or at any adjournment thereof)

I/We ^(Note 1), _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.01 each in share capital of
China 3D Digital Entertainment Limited (the “Company”), hereby appoint ^(Note 3) the chairman of the Meeting (as defined below) or
_____ of _____
or failing him, _____ of _____

to act as my/our proxy to attend and vote for me/us and on my/our behalf at the Special General Meeting of the Company to be held on Wednesday, 20 July 2016 at 4:30 p.m. or at any adjournment thereof (the “Meeting”), at 7th Floor, Zung Fu Industrial Building, 1067 King’s Road, Quarry Bay, Hong Kong on the undermentioned resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also be entitled to vote at his/her discretion on any resolutions properly put to the Meeting other than the undermentioned resolutions:

Please put a “✓” in the appropriate boxes below to indicate how you wish your vote(s) to be cast on a poll:

ORDINARY RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)
“To approve the Sale and Purchase Agreement, the specific mandate to issue and allot the Ordinary Shares and the transactions contemplated thereunder.”		

Dated this _____ day of _____ 2016. Signature ^(Note 5) _____

Notes:

- (1) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- (2) Please insert the number of shares of the Company registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- (3) If any proxy other than the chairman of this meeting is preferred, please strike out “chairman of the Meeting (as defined below)” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- (4) **IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote(s) at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- (5) This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney or other person duly authorized to sign the same.
- (6) In the case of joint holders of any share of the Company, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the Meeting in person or by proxy, that one of the said persons so present being the most or, as the case may be, priority will be determined by reference to the order on which the names of the joint holders stand in the Register of Members of the Company.
- (7) To be valid, this form of proxy and (if required by the Board of Directors of the Company) the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be delivered at the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution.
- (8) The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- (9) Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish and, in such event, this form of proxy shall be deemed to be revoked.

* for identification purposes only