



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)

Poll Results of the Special General Meeting

held on 20 July 2016 in relation to (1) The Acquisition of approximately 4% Issued Share Capital of the Target Company; and (2) Proposed Allotment and Issue of Ordinary Shares under Specific Mandate

The Board is pleased to announce that the resolution regarding the acquisition of 4% issued share capital of the Target Company; and proposed allotment and issue of Ordinary Shares under Specific Mandate as set out in the Notice were duly passed by the Shareholders by way of poll at the SGM held on 20 July 2016.

Reference is made to the circular of China 3D Digital Entertainment Limited (the “**Company**”) dated 29 June 2016 (the “**Circular**”) and the notice of the special general meeting (the “**Notice**”) of the Company dated 29 June 2016 in relation to, among other things, (1) the acquisition of 4% issued share capital of the Target Company; and (2) proposed allotment and issue of Ordinary Shares under Specific Mandate. Unless the context requires otherwise, terms used herein have the same meanings as those defined in the Circular.

RESULT OF THE SGM

The Board is pleased to announce that the resolution in relation to the approval of the Sale and Purchase Agreement, the Specific Mandate to issue and allot the Ordinary Shares and the transactions contemplated thereunder as set out in the Notice was duly passed by the Shareholders by way of poll at the SGM held on 20 July 2016.

The Company’s Hong Kong branch share registrars and transfer office, Tricor Secretaries Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking. The poll result of the resolution is as follows:

Ordinary Resolution	Number of votes		Total number of votes
	For	Against	
To approve the Sale and Purchase Agreement, the Specific Mandate to issue and allot the Ordinary Shares and the transactions contemplated thereunder #	1,047,044,690 (99.9975%)	26,400 (0.0025%)	1,047,071,090

The full text of the resolution was set out in the Notice.

As at the date of the SGM, the total number of Shares in issue was 3,832,758,224 Shares. No Shareholder was required to abstain from voting for the approval of the Sale and Purchase Agreement, the Specific Mandate and the transactions contemplated thereunder. The total number of Shares held by the Shareholders who were entitled to attend and vote for or against the resolution was 3,832,758,224 Shares and there was no Shareholder entitling to attend the SGM but who was entitled to vote only against the resolutions proposed at the SGM.

POSSIBLE ADJUSTMENT TO CONVERSION PRICE AND NUMBER OF ADJUSTED SHARES FALLING TO BE ISSUED UPON CONVERSION OF THE CONVERTIBLE BONDS

As at the date of this announcement, the Company has outstanding convertible bonds in principal amount of HK\$7,000,000 at zero coupon rate due on 31 December 2017 (“**Convertible Bonds**”) and convertible into 18,741,634 new Shares at the exercise price of HK\$0.3735 per conversion share of the Company. Save for the Convertible Bonds, the Company had no other outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into Shares as the date of this announcement. The Company will engage a professional adviser or auditors of the Company in accordance with the terms of the Convertible Bonds instrument to certify in writing as to any adjustment (if any) required to be made in respect of the outstanding Convertible Bonds as a result of issue of Ordinary Shares. Appropriate announcement will be made in due course.

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

Hong Kong, 20 July 2016

As at the date of this announcement, the Board comprises Mr. Shiu Stephen Junior (Chairman) and Mr. Sun Lap Key, Christopher, Mr. Lee Wing Ho, Albert and Mr. Chau Sai Ho, Charles as executive Directors; Mr. Chan Chi Ho, Mr. Kam Tik Lun and Mr. Tam Kwok Ming, Banny as independent non-executive Directors.

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*