

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)

DISCLOSEABLE TRANSACTION PROVISION OF FINANCIAL ASSISTANCE

On 30 November 2015, the Participant entered into the Participation Agreement with the Lender in relation to the participation on the advancement of the Participation Amount of HK\$25,000,000.

On 16 October 2015, the Participant entered into a loan agreement with the Beneficiary Owner, pursuant to which the Participant granted to the Beneficiary Owner HK\$30,000,000 in the Prior Transaction.

The Participation Amount plus the loan amount of the Prior Transaction granted to the Beneficiary Owner within a 12-month period is HK\$55,000,000. As the applicable percentage ratio of Participation Amount on an aggregated basis with the Prior Transaction, exceeds 5% but less than 25% in accordance with the GEM Listing Rules, the provision of Participation Amount constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules.

Pursuant to the Loan Agreement, the Lender has agreed to make the Loan of HK\$35,000,000 available to the Borrowers. The amount of HK\$10,000,000 has been provided by the Lender to the Borrowers directly in accordance with the Loan Agreement and the remaining amount of HK\$25,000,000 has been lent to the Borrowers through the Participant of the Loan under the Participation Agreement.

PARTICIPATION AGREEMENT

Date	:	30 November 2015
Parties	:	Hammer Capital Private Investments Limited, as Lender Quick Money Finance Limited, as Participant
Loan	:	HK\$35,000,000
Participation Amount	:	HK\$25,000,000
Participation Percentage	:	Approximately 71.4286% of the Loan
Loan Period	:	Six months expiring on 30 May 2016 or such later date to be agreed between the Lender and the Borrowers
Interest	:	Pursuant to the Participation Agreement, the rate of interest applicable to the Loan or the relevant applicable part thereof for each interest period shall be the rate of 18% per annum. Each interest period shall be 3 months. The interest fee HK\$1,125,000 for the first interest period has been deducted from the Participation Amount in advance by the Participant. The interest for each interest period after the first interest period shall be paid on arrears on the last day of the preceding interest period.
Repayment of Participation Amount	:	The Lender shall pay to the Participant promptly, as and when received or collected by it from the Borrowers, any amounts which the Lender may receive or collect representing repayment of the Participation Amount and the interest made by the Borrowers under the Loan Agreement

The Participation Amount granted to the Lender were funded by internal resources of the Group.

INFORMATION OF THE LENDER AND THE BORROWERS

The Lender is a company incorporated in British Virgin Islands and is an investment holding company. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Lender is the Independent Third Party and not connected with the Group. The Lender shall act as the agent for the Participant in connection with receipt and collection of the Participant's ownership interest in the Loan and in payments to be made thereunder in accordance with the terms of the Loan Agreement. The Lender shall additionally act as the agent for the Participant in connection with the servicing of the Loan.

The Borrowers are individual. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Borrowers are the Independent Third Parties and not connected with the Group.

The Participation Amount is unsecured and carry an interest rate of 18% per annum which was determined with reference to the factors including, among others, (i) the usual practice of the Group comparing to the Group's other clients; and (ii) the rules under section 24 of the Money Lenders Ordinance.

REASONS FOR AND BENEFITS OF THE PROVISION OF FINANCIAL ASSISTANCE

The Company is principally engaged in the entertainment business, with a focus in television programme and film production, distribution, distribution licensing, cinema operation and management in both Hong Kong and the PRC, artists management, money lending activities and acquisitions of corporate bonds, preference shares as well as investment in securities. The Participant is an indirect wholly-owned subsidiary of the Company and a money lender licensed in Hong Kong under the provisions of the Money Lenders Ordinance. The terms of the Participation Agreement are negotiated on an arm's length basis between the Participant and the Lender. The Directors are of the view that the entering into of the Participation Agreement are in the Group's ordinary and usual course of business; and on normal commercial terms within the meaning of the GEM Listing Rules. The Directors consider that the terms of the Participation Agreement are fair and reasonable and thus the entering into of the Participation Agreement is in the interests of the Company and the Shareholders as a whole.

GENERAL

The Participation Amount plus the loan amount of the Prior Transaction granted to the Beneficiary Owner within a 12-month period is HK\$55,000,000. As the applicable percentage ratio of Participation Amount on an aggregated basis with the Prior Transaction, exceeds 5% but less than 25% in accordance with the GEM Listing Rules, the provision of Participation Amount constitutes a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context otherwise requires:

“Beneficiary Owner”	the borrower of the Prior Transaction and also the beneficiary owner of the Lender
“Borrowers”	Customer A & Customer B of the Loan Agreement
“Company”	China 3D Digital Entertainment Limited (Stock code: 8078), a company incorporated in Bermuda with limited liability, the Shares are listed on GEM

“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	person(s) who or company(ies) together with its/their ultimate beneficial owner(s) which is/are third party(ies) independent of the Company and its connected person(s) (as defined under the GEM Listing Rules)
“Lender”	Hammer Capital Private Investments Limited, a company incorporated in the British Virgin Islands
“Loan”	the loan of HK\$35,000,000 made available by the Lender to the Borrowers pursuant to the terms and conditions of the Loan Agreement
“Loan Agreement”	the loan agreement dated 30 November 2015 and entered into between the Lender and the Borrowers in relation to the grant of the Loan
“Money Lenders Ordinance”	the Money Lenders Ordinance (Chapter 163 of the laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Participant”	Quick Money Finance Limited, an indirect wholly-owned subsidiary of the Company
“Participation Amount”	HK\$25,000,000 granted by the Participant to the Lender
“Prior Transaction”	a loan agreement entered into between the Participant and the Beneficiary Owner on 16 October 2015 with loan amount of HK\$30,000,000
“Shareholder(s)”	the holder(s) of the Shares

“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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

Hong Kong, 30 November 2015

As at the date hereof, the Board comprised:

<i>Executive Directors:</i>	Mr. Shiu Stephen Junior (<i>Chairman</i>) Mr. Sun Lap Key, Christopher Mr. Lee Wing Ho, Albert
-----------------------------	--

<i>Independent Non-executive Directors:</i>	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 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 purpose only*