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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 (the “**Meeting**”) of China 3D Digital Entertainment Limited (the “**Company**”) will be held at 1/F, Morrison Plaza, 9 Morrison Hill Road, Wanchai, Hong Kong, on Friday, 16 December 2011, at 4:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as a special resolution of the Company:

SPECIAL RESOLUTION

THAT subject to the fulfilment of all the conditions set out in the section headed “Conditions of the Capital Reorganisation” in the circular of the Company dated 16 November 2011, with effect from the business day immediately after the date of passing of this resolution:

- (a) Every twenty-five existing issued and unissued shares of HK\$0.005 each in the share capital of the Company be consolidated into one (1) consolidated share of HK\$0.125 in the share capital of the Company (a “**Consolidated Share**”) (the “**Share Consolidation**”);
- (b) The issued share capital of the Company be reduced through a cancellation of the paid-up capital of the Company to the extent of HK\$0.12 on each of the issued Consolidated Shares such that the nominal value of each issued Consolidated Share be reduced from HK\$0.125 to HK\$0.005 and a round down of the total number of Consolidated Shares in the issued share capital of the Company to a whole number (the “**Capital Reduction**”);
- (c) The credit arising from the Capital Reduction be transferred to the contributed surplus account of the Company and the directors of the Company (the “**Directors**”) be and are hereby authorised to apply the entire amount standing to the credit of the contributed surplus account of the Company in accordance with the bye-laws of the Company and all applicable laws and in such manner as they consider appropriate, including but not limited to setting off against the accumulated losses of the Company from time to time;

- (d) Each of the authorised but unissued Consolidated Share (including those arising from the Capital Reduction) be subdivided into 25 new shares of HK\$0.005 each, each ranking pari passu in all respects with the existing shares of the Company (the “**Subdivision**”, together with the Share Consolidation and the Capital Reduction, the “Capital Reorganisation”); and
- (e) Any one or more Directors be and is/are hereby authorised for and on behalf of the Company to do all things and acts and sign all documents which he/they consider(s) necessary, desirable, or expedient in connection with the implementation of the Capital Reorganisation.

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

Hong Kong, 16 November 2011

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business in Hong Kong:

1/F & 2/F, Morrison Plaza,
9 Morrison Hill Road,
Wanchai
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 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, 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.

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

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*