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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 of China 3D Digital Entertainment Limited (the “Company”) will be held at 1/F, Morrison Plaza, 9 Morrison Hill Road, Wanchai, Hong Kong on Wednesday, 13 July 2011 at 4:30 p.m. for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution:

ORDINARY RESOLUTION

“**THAT** Messrs. HLB Hodgson Impey Cheng be and is hereby appointed as the auditor of China 3D Digital Entertainment Limited (the “Company”) to fill the casual vacancy following the resignation of Messrs. Deloitte Touche Tohmatsu and to hold office until the conclusion of the next annual general meeting of the Company, and the Directors of the Company be and are hereby authorised to fix the remuneration of the appointed auditor.”

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

Hong Kong, 24 June 2011

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

Principal Office
1/F & 2/F, Morrison Plaza
9 Morrison Hill Road
Wanchai
Hong Kong

Notes:

- (i) A shareholder of the Company entitled to attend and vote at the above meeting may appoint another person as his/her proxy to attend and to vote in his/her stead. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote in his/her stead. A proxy need not be a shareholder of the Company, but must be present in person to represent the shareholder.
- (ii) Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
- (iii) Completion and return of the form of proxy will not preclude a member from attending and voting at the above meeting or any adjournment thereof if he/she so wishes. In that event, his/her form of proxy will be deemed to have been revoked.
- (iv) In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof must be delivered to the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- (v) Pursuant to Rule 17.47(4) of the GEM Listing Rules, the resolution set out in this Notice will be decided by way of poll at the above meeting.

As at the date hereof, the Board comprised:

Executive Directors: Mr. Shiu Stephen Junior (*Chairman*)
Mr. Tsang Pui Lan, Patrick

Independent Non-executive Directors: Mr. Kam Tik Lun
Mr. Chan Chi Ho
Mr. Lee Wing Ho, Albert

This announcement, for which the directors of the Company 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 only