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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)

SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

SUPPLEMENTARY NOTICE IS HEREBY GIVEN that the proposed resolution no.2 as set out in the notice of annual general meeting dated 30 September 2011 (“Notice of AGM”) of China 3D Digital Entertainment Limited (the “Company”) (to be held at 1/F, Morrison Plaza, 9 Morrison Hill Road, Wanchai, Hong Kong on Tuesday, 8 November 2011 at 4:00 p.m.) shall be revised and replaced by the following:

2. (A) To re-elect Mr. Sun Lap Key, Christopher as Director.
- (B) To re-elect Mr. Lee Wing Ho, Albert as Director.
- (C) To authorise the board of directors (“Board”) to fix the Directors’ remuneration.
- (D) To grant power to the Board to appoint additional Director(s) of the Company.

Note: Please refer to the Notice of AGM for details in respect of other relevant resolutions to be proposed at the AGM.

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

Hong Kong, 21 October 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 member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies (if he/she is a holder of more than one share) to attend and vote in his/her stead. A proxy need not be a member of the Company.
- (ii) In order to be valid, the Second Form of Proxy must be in writing under the hand of the appointor or his/her attorney duly authorized in writing, or if the appointor is a corporation, either under its common seal, or under the hand of an officer or attorney duly authorized on that behalf, and must be deposited at 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 together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (iii) Where there are joint holders of any share, any one of such joint holder 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 be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and, for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding of such share.
- (iv) Completion and delivery of the Second Form of Proxy will not preclude a member from attending and voting in person at the meeting if the member so desires and in such event, the proxy shall be deemed to be revoked.
- (v) Pursuant to Rule 17.47(4) of the GEM Listing Rules, all resolutions set out in this notice will be decided by poll at the meeting.

As at the date hereof, the Board comprised:

Executive Directors:

Mr. Shiu Stephen Junior (*Chairman*)
Mr. Tsang Pui Lan, Patrick
Mr. Sun Lap Key, Christopher

Independent Non-executive Directors:

Mr. Chan Chi Ho
Mr. Kam Tik Lun
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 purposes only