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PERCEPTION DIGITAL HOLDINGS LIMITED

幻音數碼控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1822)

Dear Shareholders

Revised Form of Proxy for use at the Annual General Meeting (“AGM”)

Reference is made to the notice of the annual general meeting dated 30 April 2012 (the AGM Notice”) included in the circular of the Company of even date (the “Circular”). Terms used herein shall have the same meaning as defined in the Circular unless the context otherwise requires.

As stated in the AGM Notice, resolution number 2(d) will be proposed at the AGM for the Shareholders to consider and, if thought fit, to pass with or without modifications. We enclose a revised proxy form including resolution number 2(d) in relation thereto for your attention.

By order of the Board
Perception Digital Holdings Limited
Dr. Jack Lau
Chairman and Executive Director

Hong Kong, 3 May 2012

As at the date of this announcement, the executive Directors are Dr. Lau, Jack and Mr. Tao Hong Ming; the non-executive Directors are Prof. Cheng, Roger Shu Kwan and Prof. Tsui, Chi Ying; and the independent non-executive Directors are Dr. Lam Lee, Kiu Yue Alice Piera, Prof. Chin, Tai Hong Roland and Mr. Shu, Wa Tung Laurence.

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REVISED FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING (THE "REVISED PROXY FORM")

I/We ^{note 1} _____
of _____
being the registered holder(s) of ^{note 2} _____ ordinary shares of HK\$0.1 each in the capital of Perception Digital Holdings Limited (the "Company"), HEREBY APPOINT ^{note 3} THE CHAIRMAN OF THE MEETING, or _____
of _____
as my/our proxy to attend for me/us and on my/our behalf at the annual general meeting (and at any adjournment thereof) of the Company to be held at 3:00 p.m. on Friday, 1 June 2012 at 21st Floor, Fortis Tower, No. 77-79 Gloucester Road, Hong Kong for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^{note 4}	AGAINST ^{note 4}
1.	To receive and consider the audited consolidated financial statements for the year ended 31 December 2011 together with the reports of the directors and auditors thereon.		
2.	(a) To re-elect Dr. Lau, Jack as executive Director;		
	(b) To re-elect Prof. Tsui, Chi Ying as executive Director;		
	(c) To re-elect Mr. Shu, Wa Tung Laurence as independent non-executive Director; and		
	(d) To authorise the board of directors of the Company (the "Board") to fix the Directors' remuneration.		
3.	To re-appoint Ernst & Young as auditors of the Company and to authorize the Board to fix their remuneration.		
4.	To grant a general mandate to the Directors to allot, issue or otherwise deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of this resolution.		
5.	To grant a general mandate to the Directors to repurchase the Company's shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.		
6.	To extend the general mandate granted to the Directors to issue shares by the number of shares repurchased.		

Date: _____

Signature(s) ^{note 5}: _____

Notes:

- Full name(s) and address(es) must be inserted in BLOCK CAPITALS. The names of all joint holders should be stated.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, the Revised Proxy Form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the chairman is preferred, please strike out "THE CHAIRMAN OF THE MEETING, or" and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THE REVISED PROXY FORM MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE RELEVANT BOX MARKED "AGAINST". Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. In case of a recognised clearing house, it may authorise such person(s) as it thinks fit to act as its representative(s) of the meeting and vote in its stead. A proxy need not be a member of the Company.
- The Revised Proxy Form and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting (the "Closing Time") at which the person named in this form proposes to vote, and in default the Revised Proxy Form shall not be treated as valid.
- 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 share 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 in respect of such share shall alone be entitled to vote in respect thereof.
- If you have already lodged the first proxy form, which was sent by the Company to its members on 30 April 2012 (the "First Proxy Form"), with the Company, you should note that:
 - If no Revised Proxy Form is lodged with the Company, the First Proxy Form will be treated as a valid proxy form lodged by you, if correctly completed. The proxy so appointed by you will be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the First Proxy Form, including the above proposed resolution no. 2(d) to authorize the Board to fix the Directors' remuneration.
 - If the Revised Proxy Form is lodged with the Company before the Closing Time, the Revised Proxy Form will revoke and supersede the First Proxy Form previously lodged by you. The Revised Proxy Form will be treated as a valid proxy form lodged by you, if correctly completed. Accordingly, you are advised to complete the Revised Proxy Form carefully.
 - If the Revised Proxy Form is lodged with the Company after the Closing Time, the Revised Proxy Form will be invalid. However, it will revoke the First Proxy Form previously lodged by you, and any vote that may be cast by the purported proxy (whether appointed under the First Proxy Form or the Revised Proxy Form) will not be counted in any poll which may be taken on a proposed resolution. Accordingly, you are advised not to lodge the Revised Proxy Form after the Closing Time. If you wish to vote at the meeting, you will have to attend in person and vote at the meeting by yourselves.