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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)

COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE AND ADJUSTMENTS TO THE OUTSTANDING WARRANTS

PLACING AGENT



COMPLETION OF THE PLACING

The Board is pleased to announce that the conditions of the Placing have been fulfilled and the completion of the Placing took place on 2 September 2013. An aggregate of 186,750,000 Placing Shares have been successfully placed by the Placing Agent to not fewer than six Placees at the Placing Price of HK\$0.176 per Placing Share pursuant to the terms and conditions of the Placing Agreement.

ADJUSTMENTS TO THE OUTSTANDING WARRANTS

As a result of the Placing, the subscription price of the outstanding Warrants will be adjusted from HK\$0.24 per Share to HK\$0.23 per Share pursuant to the terms of the instrument relating to the Warrants.

Reference is made to the announcement of the Company dated 22 August 2013 in respect of the Placing (the “**Announcement**”) and the announcement of the Company dated 23 August 2013 in respect of amendment in relation to Placing Agreement (the “**Amendment**”). Unless defined otherwise, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

COMPLETION OF THE PLACING

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To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Placees and their ultimate beneficial owners (if applicable) are Independent Third Parties. The net proceeds from the Placing is approximately HK\$31.7 million, which is intended to be used for general working capital of the Group and reduction of the Group's indebtedness.

SHAREHOLDING STRUCTURE OF THE COMPANY

The 186,750,000 Placing Shares represent approximately 16.67% of the issued share capital of the Company immediately upon completion of the Placing. Set out below is the shareholding structure of the Company immediately before and upon completion of the Placing:

<i>Holder</i>	(i) Immediately before Completion		(ii) Immediately after Completion	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Current Directors				
Keen Platinum Limited (<i>Note 1</i>)	65,441,500	7.01%	65,441,500	5.84%
Mr. Lee Rabi	270,000	0.03%	270,000	0.02%
Past Directors				
Swanland Management Limited ("Swanland") (<i>Note 2</i>)	188,388,510	20.17%	188,388,510	16.81%
Masteray Limited ("Mastery") (<i>Note 2</i>)	80,743,045	8.65%	80,743,045	7.21%
Ms. Loh, Jiah Yee Katherine ("Ms. Loh") (<i>Note 2</i>)	4,717,500	0.51%	4,717,500	0.42%
Dr. Jack Lau and his associates (<i>Note 2</i>)	273,849,055	29.33%	273,849,055	24.44%
Excel Direct Technology Limited (<i>Note 3</i>)	11,903,210	1.27%	11,903,210	1.06%
Rochdale Consultancy Limited ("Rochdale") (<i>Note 4</i>)	2,976,665	0.32%	2,976,665	0.27%
Substantial Shareholders				
Dr. Wu Po Him, Philip and his associates (<i>Note 5</i>)	142,081,575	15.22%	142,081,575	12.68%
Capital Fame Technology Limited	120,000,000	12.85%	120,000,000	10.71%
Public Shareholders				
Public Placees	–	–	186,750,000	16.67%
Other Public Shareholders	317,227,995	33.97%	317,227,995	28.31%
Total	933,750,000	100.00%	1,120,500,000	100.00%

Notes:

1. Keen Platinum Limited is wholly owned by Mr. Mung, Wai Ming, an executive Director.
2. Swanland is owned as to 51% by Masteray and therefore Masteray is deemed to be interested in all the Shares held by Swanland. Masteray is wholly-owned by Sea Progress Limited, which, through a discretionary trust, is wholly-owned by Credit Suisse Trust Limited. Ms. Loh is the founder of the said trust, and hence she is deemed to be interested in 273,849,055 Shares immediately after the Completion. Dr. Jack Lau, being the spouse of Ms. Loh, is deemed to be interested in all the Shares held by Ms. Loh. Dr. Jack Lau resigned as an Executive Director effective from 29 June 2013.
3. Excel Direct Technology Limited is owned as to 50% by Prof. Tsui Chi Ying, who resigned from a non-executive Director effective from 19 July 2013.
4. Rochdale is owned as to 50% by Prof. Cheng Shu Kwan, Roger, who resigned from a non-executive Director effective from 19 July 2013.
5. Dr. Wu Po Him, Philip, a substantial shareholder of the Company, is the beneficial owner of 1,599,142 Shares and is interested in 140,482,433 Shares, through Manyi Holdings Limited, a company wholly-owned by him.

ADJUSTMENTS TO THE OUTSTANDING WARRANTS

Immediately prior to the Completion of the Placing, the Company had outstanding Warrants conferring rights upon the holders thereof to subscribe in cash in aggregate up to HK\$16,807,500 for new Shares at a subscription price of HK\$0.24 per Share. As a result of the Placing, the subscription price of the outstanding Warrants will be adjusted from HK\$0.24 per Share to HK\$0.23 per Share pursuant to the terms of the instrument relating to the Warrants. The auditors of the Company have confirmed in writing the arithmetic accuracy of the calculation of the aforementioned adjustment to the subscription price of the outstanding Warrants.

By order of the Board
Perception Digital Holdings Limited
Mr. Mung Wai Ming
Executive Director

Hong Kong, 2 September 2013

As at the date of this announcement, the Board comprises Mr. Mung Wai Ming, Ms. Liu Yee Nee and Mr. Lee Rabi as executive Directors; and Mr. Ng Wai Hung, Mr. William Keith Jacobsen and Ms. Zhou Jing as independent non-executive Directors.