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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Perception Digital Holdings Limited (the “**Company**”) will be held at 3:00 p.m. on 12 September, 2013 at Meeting Room 04, 1st Floor, Core Building 1, No. 1 Science Park East Avenue, Hong Kong Science Park, Pak Shek Kok, New Territories, Hong Kong for the purposes of considering and, if thought fit, passing the following resolution with or without amendments as resolution of the Company:

SPECIAL RESOLUTION

1. “**THAT** subject to and conditional upon (i) the approval of the Capital Reduction (as defined below) by the Grand Court of the Cayman Islands (the “**Court**”); (ii) compliance with any conditions which the Court may impose in relation to the Capital Reduction (as defined below); (iii) the registration by the Registrar of Companies in the Cayman Islands of the order of the Court and the minute approved by the Court containing the particulars required under the Companies Law (as revised) of the Cayman Islands in respect of the Capital Reduction (as defined below); and (iv) the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reduction and Sub-division (as defined below), with effect from the date on which these conditions are fulfilled (the “**Effective Date**”):
 - (a) the paid-up capital of each of the issued shares be reduced from HK\$0.10 to HK\$0.01 per issued share by cancelling paid-up capital of HK\$0.09 per share (the “**Capital Reduction**”) by way of a reduction of capital, so as to form ordinary shares with par value of HK\$0.01 each (the “**New Shares**”);

- (b) the credit arising from the Capital Reduction be applied towards setting off or cancelling the accumulated deficit of the Company as at the Effective Date (if any) and the balance (if any) be transferred to the capital reduction reserve account of the Company or other reserve account of the Company which may be utilised by the directors of the Company as a distributable reserve in accordance with the articles of association of the Company and all applicable laws (the “**Application of Credit**”); and
- (c) immediately following the Capital Reduction, each of the authorised but unissued ordinary shares with par value of HK\$0.10 each be sub-divided into ten (10) unissued ordinary shares with par value of HK\$0.01 each (the “**Sub-division**”) and such shares shall rank pari passu in all respects with each other and have all such rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company,

and that the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid Capital Reduction, Application of Credit and Sub-division.”

Yours faithfully

For and on behalf of the Board

Perception Digital Holdings Limited

Mr. Mung Wai Ming

Executive Director

Hong Kong, 20 August 2013

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Unit 311, 3rd Floor

Core Building 1

No. 1 Science Park East Avenue

Hong Kong Science Park

Pak Shek Kok, New Territories

Hong Kong

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the EGM is enclosed. Whether or not you intend to attend the EGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
4. In the case of joint holders of shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holder are present at the EGM 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.

As at the date of this notice, the board of Directors comprises (i) three executive Directors, namely Mr. Mung Wai Ming, Ms. Liu Yee Nee and Mr. Lee Rabi; and (ii) three independent non-executive Directors, namely Mr. Ng Wai Hung, Mr. William Keith Jacobsen and Ms. Zhou Jing.