

Hong Kong Exchanges and Clearing Limited and the Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.

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)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

AMENDMENT IN RELATION TO PLACING AGREEMENT

PLACING AGENT



The Board announces that on 23 August 2013, the Company and the Placing Agent entered into the deed of variation (“**Deed**”), pursuant to which the Company and the Placing Agent agreed to, among other things, amend the Placing Price to HK\$0.176 per Placing Share.

SUSPENSION AND RESUMPTION OF TRADING OF SHARES

At the request of the Company, trading of the Shares on the Stock Exchange was suspended with effect from 9:00 a.m. on 23 August 2013 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for resumption of trading of the Shares on the Stock Exchange at 1:00 p.m. on 23 August 2013.

Reference is made to the announcement of the Company dated 22 August 2013 (the “**Announcement**”) in relation to, among other things, the placing of new Shares under General Mandate. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless otherwise stated.

The Board announces that on 23 August 2013, the Company and the Placing Agent entered into the Deed, pursuant to which the Company and the Placing Agent agreed to, among other things, amend the Placing Price from HK\$0.172 to HK\$0.176 per Placing Share (the “**Revised Placing Price**”).

The Revised Placing Price of HK\$0.176 per Placing Share represents:

- i. a discount of approximately 13.7% to the closing price of HK\$0.204 per Share as quoted on the Stock Exchange on the date of the Placing Agreement; and
- ii. a discount of approximately 19.6% to the average closing price of HK\$0.219 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Placing Agreement.

The Revised Placing Price was determined on an arm's length basis between the Company and the Placing Agent based on the market price of the Shares prior to and including the Last Trading Day, the financial conditions of the Company, the net assets value of the Group and the current and the expected market conditions. The Directors (including the independent non-executive Directors) consider that the Placing Price is fair and reasonable and is in the interests of the Company and the Shareholders as a whole.

Based on the Revised Placing Price, the estimated gross proceeds and net proceeds from the Placing will be approximately HK\$32.9 million and HK\$31.7 million. The Company intends to apply the net proceeds from the Placing as to (i) 50% for general working capital; and (ii) 50% for reduction of the Group's indebtedness. The net proceeds raised per Placing Share will be approximately HK\$0.170.

Save and except for the aforesaid amendment to the Placing Agreement, all other terms of the Placing Agreement shall remain unchanged and valid.

SUSPENSION AND RESUMPTION OF TRADING OF SHARES

At the request of the Company, trading of the Shares on the Stock Exchange was suspended with effect from 9:00 a.m. on 23 August 2013 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for resumption of trading of the Shares on the Stock Exchange at 1:00 p.m. on 23 August 2013.

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

Hong Kong, Friday, 23 August 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.