

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)

Form of proxy for use at the Extraordinary General Meeting to be held on Thursday, 19 December 2013 at 9:00 a.m. (or at any adjournment thereof)

I/We¹ _____
of _____ being a member of
Perception Digital Holdings Limited (the "Company") and the registered holder(s) of _____ shares² of
HK\$0.10 each in the capital of the Company, HEREBY APPOINT THE CHAIRMAN OF THE MEETING, or³ _____
of _____

as my/our proxy to vote and act for me/us at the Extraordinary General Meeting (and at any adjournment thereof) of the Company to be held 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, on Thursday, 19 December 2013 at 9:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the Resolutions set out in the Notice convening the said meeting and at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolutions as indicated below, or if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR ⁴	AGAINST ⁴
1(a)	To approve, confirm and ratify the Open Offer and the transactions contemplated thereby, to authorize the Directors to allot and issue the Offer Shares and to authorize any Directors to do all acts and things in connection with the Open Offer.		
1(b)	To approve, confirm, and ratify the Underwriting Agreement and the transactions contemplated thereby, to authorize the Directors to do such acts or execute such documents which may be necessary, desirable or expedient in his or her opinion to carry into effect or to give effect to the terms of the Underwriting Agreement.		
1(c)	To approve the absence of arrangements for application for the Offer Shares by the Qualifying Shareholders in excess of their entitlements under the Open Offer.		
1(d)	To approve the allotment and issue of additional shares under the adjustments required to be made to the exercise price of the Company's options granted under the option agreement dated 11 August 2011 under Specific Mandate.		
1(e)	To authorize the Directors to do all such acts and things and execute all such documents which in their opinion may be necessary, desirable or expedient to carry out or give effect to or in connection with the Open Offer or any transactions contemplated thereby.		

Dated this _____ day of _____ 2013

Signature⁵: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out "Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to the Notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorized.
6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
7. To be valid, this form of proxy, together with any power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong no later than 48 hours before the appointed time for the holding of the Meeting (or at any adjournment thereof).
8. A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish.