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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** the extraordinary general meeting (the “**EGM**”) of Perception Digital Holdings Limited (the “**Company**”) will 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 at 9:00 a.m. on Thursday, 19 December 2013 for the purpose of considering, and if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution of the Company (unless otherwise indicated, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 3 December 2013 (the “**Circular**”)):

#### **ORDINARY RESOLUTION**

1. “**THAT** subject to the fulfillment of the conditions set out in the Underwriting Agreement dated 14 November 2013 entered into between the Company and the Underwriters in respect of the Open Offer (a copy of the Underwriting Agreement has been tabled at the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification):
  - (a) the allotment and issue of not less than 1,344,600,000 Offer Shares but not more than 1,367,309,868 Offer Shares by way of open offer at the subscription price of HK\$0.05 per Offer Share to the Qualifying Shareholders on the basis of six (6) Offer Shares for every five (5) Shares held on the Record Date, other than the Excluded Shareholders whom the Directors, after making relevant enquiry as required under the Listing Rules, consider their exclusion from the Open Offer to be necessary or expedient on account of either the legal restrictions under the law of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place, and on the terms and conditions as set out in the Circular, and such other terms and conditions as may be determined by the Directors be and is hereby approved;

- (b) the Underwriting Agreement be and is hereby approved, confirmed and ratified and any Directors be and is hereby authorised 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;
- (c) the absence of arrangements for application for the Offer Shares by the Qualifying Shareholders in excess of their entitlements under the Open Offer be and is hereby approved, confirmed and ratified;
- (d) the Directors of the Company be and are hereby specifically authorised to allot and issue up to 10,000,000 shares of the Company for the purpose of the requirement to allot and issue 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 entered into between the Company and Teleepoch Limited; and
- (e) the Directors be and are hereby authorised to allot and issue the Offer Shares pursuant to and in connection with the Open Offer and 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.”

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

Hong Kong, 3 December 2013

*As at the date of this announcement, the Board of Directors of the Company 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.*