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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 19 DECEMBER 2013

The Board is pleased to announce that the resolution as set out in the notice of EGM dated 3 December 2013 was duly passed by way of poll at the EGM held on 19 December 2013.

Reference is made to the circular of Perception Digital Holdings Limited (the “**Company**”) dated 3 December 2013 (the “**Circular**”) in relation to, among other things, the extraordinary general meeting of the Company (the “**EGM**”). Capitalized terms used in this announcement shall have the same meanings as those defined in the Circular unless otherwise stated.

RESULTS OF THE EGM

The Board is pleased to announce that at the EGM held on 19 December 2013, the resolution as set out in the notice of EGM dated 3 December 2013 was duly passed by the Shareholders by way of poll.

As at the date of the EGM, the total issued share capital of the Company comprised 1,120,500,000 Shares. Two executive Directors, who directly or indirectly hold in aggregate of 65,711,500 Shares as at the date of the EGM (representing approximately 5.9% of the issued share capital of the Company) abstained from voting at the EGM in favour of the resolution to approve the Open Offer and the Specific Mandate pursuant to the Listing Rules. The total number of Shares entitling the holders to attend and vote for or against the resolution proposed at the EGM was 1,054,788,500 Shares. No Shareholder was entitled to attend but was required to vote only against any resolution at the EGM.

The poll results of the resolution are as follows:

Ordinary Resolution		Number of votes cast (Approximate percentage of votes cast)	
		For	Against
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.	514,103,555 Shares (100.00%)	0 Shares (0.00%)
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.	514,103,555 Shares (100.00%)	0 Shares (0.00%)
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.	514,103,555 Shares (100.00%)	0 Shares (0.00%)
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.	514,103,555 Shares (100.00%)	0 Shares (0.00%)
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.	514,103,555 Shares (100.00%)	0 Shares (0.00%)

As more than 50% votes were cast in favor of the above resolution, the resolution was duly passed at the EGM.

Tricor Investor Services Limited, the branch share registrar of the Company in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking at the EGM.

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

Hong Kong, 19 December 2013

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