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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 2 JULY 2014

Reference is made to the circular of Perception Digital Holdings Limited (the “**Company**”) dated 16 June 2014 (the “**Circular**”) and the notice of extraordinary general meeting of the same date as set out in the Circular (the “**Notice**”). Unless defined otherwise, capitalised terms used herein shall have the same meanings as those defined in the Circular.

RESULTS OF THE EGM

The Board is pleased to announce that the resolutions as set out in the Notice were duly passed by the Independent Shareholders by way of poll at the EGM held on 2 July 2014.

As at the date of the EGM, the total issued share capital of the Company was 2,465,100,000 Shares with voting rights. As completion of the Share Subscription and the Share Purchase will take place simultaneously, the Vendors and their respective associates within the meaning of the Listing Rules were required to abstain from voting at the EGM in respect of the resolutions for approving the Share Subscription. As at the date of the EGM, the Vendors and their associates collectively controlled 1,010,438,121 Shares, representing approximately 40.99% of the issued share capital of the Company, and they have abstained from voting on the proposed resolutions set out in the Notice accordingly.

The Independent Shareholders in attendance either in person or by proxy at the EGM, held a total of 917,427,286 Shares, representing approximately 63.07% of the Company’s total shares with voting rights. There was no Share entitling the holder to attend and vote only against any resolution at the EGM.

The poll results of the resolutions are as follows:

Ordinary Resolutions <i>(Note)</i>		Number of shares (Approximate percentage of votes cast)	
		For	Against
1.	To approve the subscription agreement dated 26 April 2014 entered into between the Company and Nat-Ace Pharmaceutical Ltd. 邦強醫藥有限公司 (the “Offeror”) in relation to the subscription of 616,275,000 ordinary shares of HK\$0.01 each in the share capital of the Company (the “Subscription Shares”, and each a “Subscription Share”) at the price of HK\$0.168 per Subscription Share (“Subscription Agreement”).	917,427,286 Shares (100.00%)	0 Shares (0.00%)
2.	Conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting permission to deal in the Subscription Shares, to grant a specific mandate to the directors of the Company (“Directors”) to allot, issue, credited as fully paid, the Subscription Shares to the Offeror pursuant to the Subscription Agreement.	917,427,286 Shares (100.00%)	0 Shares (0.00%)
3.	To approve all other transactions contemplated under the Subscription Agreement and to authorise any one Director to do all acts and things to implement the same.	917,427,286 Shares (100.00%)	0 Shares (0.00%)

Note: The full text of the resolutions is set out in the Notice.

As more than 50% of the votes were cast in favour of the resolutions, the resolutions were 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, 2 July 2014

As at the date of this announcement, 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.