

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 2 July 2014 and at any adjournment thereof

I/We ^(Note 1) _____

of _____

being the registered holder(s) of _____ ordinary shares ^(Note 2) of HK\$0.01 each in the share capital of Perception Digital Holdings Limited 幻音數碼控股有限公司 (the “Company”), HEREBY APPOINT ^(Note 3)

THE CHAIRMAN OF THE EGM, or _____

of _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting (“EGM”) of the Company to be held at Level 20, Infinitus Plaza, 199 Des Voeux Road Central, Sheung Wan, Hong Kong, on 2 July 2014 at 9:00 a.m. and at any adjournment thereof and to vote for me/us in my/our name(s) in respect of the resolutions set out in the notice convening the said EGM as indicated below.

ORDINARY RESOLUTIONS		For ^(Note 4)	Against ^(Note 4)
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”).		
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.		
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.		

Date: _____ 2014

Signature(s) ^(Note 5): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
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 “**THE CHAIRMAN OF THE EGM or**” 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 SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
5. This form of proxy must be signed by you or your attorney duly authorised 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 authorised.
6. A member entitled to attend and vote at the EGM is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
7. Whether or not you intend to attend the EGM in person, you are encouraged to complete and return this form of proxy in accordance with the instructions printed thereon. Completion and return of this form of proxy will not preclude you from subsequently attending and voting in person at the EGM or any adjourned meeting should you so wish.
8. In order to be valid, this form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company’s branch share registrar and transfer office, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting.
9. In the case of joint holders of shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holder are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.