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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)

ANNOUNCEMENT

**DESPATCH OF RESPONSE DOCUMENT RELATING TO THE
UNCONDITIONAL MANDATORY CASH OFFER BY
CCB INTERNATIONAL CAPITAL LIMITED
FOR AND ON BEHALF OF NAT-ACE PHARMACEUTICAL LTD.
TO ACQUIRE ALL THE ISSUED SHARES IN,
AND CANCEL ALL OUTSTANDING OPTIONS OF,
PERCEPTION DIGITAL HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED BY OR
AGREED TO BE ACQUIRED BY
NAT-ACE PHARMACEUTICAL LTD. AND
PARTIES ACTING IN CONCERT WITH IT)**

Financial Adviser to Perception Digital Holdings Limited



Independent Financial Adviser to the Independent Board Committee



The Response Document containing, among other things, the letter from the Board, the recommendations from the Independent Board Committee to the Independent Shareholders and the holder of the Options in relation to the Offers and the advice and recommendations from the Independent Financial Adviser to the Independent Board Committee, the Independent Shareholders and the holder of the Options in relation to the Offers, has been despatched to the Shareholders and the holder of the Options on 15 August 2014 in accordance with the Takeovers Code.

The Independent Shareholders and the holder of the Options are strongly advised to read carefully the Offer Document and the Response Document before deciding whether or not to accept the Offers.

The Shareholders, the holder of the Options and/or potential investors of the Company should exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

References are made to (i) the joint announcements dated 8 May 2014 and 30 July 2014 issued by the Company and the Offeror; (ii) the offer document (the “**Offer Document**”) dated 16 July 2014 issued by the Offeror; and (iii) the response document in response to the Offer Document (the “**Response Document**”) dated 15 August 2014 issued by the Company. Unless otherwise defined, capitalised terms used in this announcement have the same meanings ascribed to them in the Response Document.

DESPATCH OF THE RESPONSE DOCUMENT

The Response Document containing, among other things, the letter from the Board, the recommendations from the Independent Board Committee to the Independent Shareholders and the holder of the Options in relation to the Offers and the advice and recommendations from the Independent Financial Adviser to the Independent Board Committee, the Independent Shareholders and the holder of the Options in relation to the Offers, has been despatched to the Shareholders and the holder of the Options on 15 August 2014 in accordance with the Takeovers Code.

The Offers have been open for acceptance from Wednesday, 16 July 2014 and the latest time and date for acceptance is at 4:00 p.m. on 29 August 2014 unless the Offeror extends the First Closing Date in accordance with the Takeovers Code.

The Independent Shareholders and the holder of the Options are strongly advised to read carefully the Offer Document and the Response Document before deciding whether or not to accept the Offers.

The Shareholders, the holder of the Options and/or potential investors of the Company should exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.

By Order of the Board of Directors of
Perception Digital Holdings Limited
幻音數碼控股有限公司
Mung Wai Ming
Chairman

Hong Kong, 15 August 2014

As at the date of this announcement, the Board comprises (i) seven executive Directors, namely Mr. Mung Wai Ming, Ms. Liu Yee Nee, Mr. Lee Rabi, Ms. Deng Shufen, Mr. Dai Yumin, Ms. Liu Jiangyuan and Mr. Gui Bin; (ii) one non-executive Director, namely, Mr. Wang Yongbin; and (iii) six independent non-executive Directors, namely Mr. Ng Wai Hung, Mr. William Keith Jacobsen, Ms. Zhou Jing, Mr. Fang Jun, Mr. Zhao Xianming and Mr. Wong Yiu Kit, Ernest.

The members of the Board jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, the 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.