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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

**CHANGE OF CHAIRMAN OF THE BOARD,
APPOINTMENT OF PRESIDENT,
APPOINTMENT OF COMPANY SECRETARY,
CHANGE OF AUTHORISED REPRESENTATIVE,
CHANGE OF COMPOSITION OF THE AUDIT COMMITTEE,
THE REMUNERATION COMMITTEE AND
THE NOMINATION COMMITTEE
AND
CHANGE OF PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

The board of directors (the “**Board**”) of Perception Digital Holdings Limited (the “**Company**”) announces that with effect from 30 August 2014:

- (i) Ms. Deng Shufen, an executive director, has been appointed as the chairman of the Board;
- (ii) Mr. Dai Yumin, an executive director, has been appointed as the president of the Company;
- (iii) Mr. Leung Cho Tak, Joseph has been appointed as the company secretary of the Company, and an authorized representative of the Company in replacement of Mr. Dai Yumin who was appointed as an authorized representative of the Company with effect from 30 August 2014;
- (iv) the members comprising the audit committee, the remuneration committee and the nomination committee of the Board have been changed as follows:–

Audit Committee:

Mr. Zhao Xianming (*Chairman*)

Mr. Fang Jun

Mr. Wong Yiu Kit, Ernest

Remuneration Committee:

Mr. Wong Yiu Kit, Ernest (*Chairman*)

Mr. Zhao Xianming

Mr. Fang Jun

Nomination Committee:

Mr. Fang Jun (*Chairman*)

Mr. Zhao Xianming

Mr. Wong Yiu Kit, Ernest

- (v) the principal place of business in Hong Kong has been changed to Suites 3101-3105, 31/F, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong.

References are made to (i) the joint announcement in relation to the appointment and resignation of directors and authorised representatives of the Company and resignation of company secretary issued by the Company and Nat-Ace Pharmaceutical Ltd. (the “**Offeror**”) on 9 July 2014 (the “**Joint Announcement**”); (ii) the joint clarification announcement issued by the Company and the Offeror on 16 July 2014; (iii) the offer document dated 16 July 2014 issued by the Offeror (the “**Offer Document**”); (iv) the joint announcement issued by the Company and the Offeror on 30 July 2014 in relation to (1) delay in despatch of the response document and (2) extension of the offer period (the “**July Joint Announcement**”); (v) the response document in response to the Offer Document (the “**Response Document**”) dated 15 August 2014 issued by the Company; and (vi) the announcement dated 15 August 2014 issued by the Offeror in relation to the revised timetable for the Offers. Unless the context requires otherwise, capitalised terms used in this announcement have the same meanings ascribed to them in the Joint Announcement, the Offer Document and the Response Document.

CHANGE OF CHAIRMAN OF THE BOARD

The Board of the Company is pleased to announce that with effect from 30 August 2014, Ms. Deng Shufen, an executive director of the Company, has been appointed by the Board as the chairman of the Board.

For biographic details of Ms. Deng Shufen, please refer to the paragraph headed “Biographical details of newly appointed Directors” in the Joint Announcement.

APPOINTMENT OF PRESIDENT

The Board of the Company is pleased to announce that with effect from 30 August 2014, Mr. Dai Yumin, an executive director of the Company, has been appointed by the Board as the president of the Company.

For biographic details of Mr. Dai Yumin, please refer to the paragraph headed “Biographical details of newly appointed Directors” in the Joint Announcement.

APPOINTMENT OF COMPANY SECRETARY

The Board of the Company is pleased to announce that with effect from 30 August 2014, Mr. Leung Cho Tak, Joseph has been appointed as the company secretary of the Company.

Mr. Leung Cho Tak, Joseph joined the Company in July 2014 and is responsible for company secretarial and compliance matters of the Company and its subsidiaries. Mr. Leung has over 10 years of working experience in accounting, auditing, corporate finance, mergers and acquisitions, compliance and initial public offering. Mr. Leung graduated from The University of British Columbia in Canada with a bachelor degree of commerce. Mr. Leung is qualified as a certified public accountant at The State Board of Accountancy of Delaware of the United States of America, and a registered member of the American Institute of Certified Public Accountants.

CHANGE OF AUTHORISED REPRESENTATIVE

The Board of the Company is pleased to announce that, due to Mr. Dai Yumin’s own decision to devote more time to his business commitment to the Company, Mr. Leung Cho Tak, Joseph, the company secretary of the Company, has been appointed as an authorized representative of the Company in replacement of Mr. Dai Yumin, who was appointed as an authorized representative of the Company with effect from 30 August 2014, pursuant to Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited with effect from 30 August 2014.

CHANGE OF THE AUDIT COMMITTEE, THE REMUNERATION COMMITTEE AND THE NOMINATION COMMITTEE OF THE BOARD

As disclosed in the Joint Announcement and as a result of the extension of the Offer Period as described in the July Joint Announcement, each of Mr. Ng Wai Hung, Mr. William Keith Jacobsen and Ms. Zhou Jing has resigned as a director of the Company with effect from 29 August 2014, and each of them has ceased to be a member of the audit committee, the remuneration committee and the nomination committee of the Board with effect from the same date.

The Board of the Company is pleased to announce that with effect from 30 August 2014, the members comprising the audit committee, the remuneration committee and the nomination committee of the Board have been changed as follows:–

Audit Committee:

Mr. Zhao Xianming (*Chairman*)

Mr. Fang Jun

Mr. Wong Yiu Kit, Ernest

Remuneration Committee:

Mr. Wong Yiu Kit, Ernest (*Chairman*)

Mr. Zhao Xianming

Mr. Fang Jun

Nomination Committee:

Mr. Fang Jun (*Chairman*)

Mr. Zhao Xianming

Mr. Wong Yiu Kit, Ernest

For biographic details of Mr. Zhao Xianming, Mr. Fang Jun and Mr. Wong Yiu Kit, Ernest, please refer to the paragraph headed “Biographical details of newly appointed Directors” in the Joint Announcement.

CHANGE OF PRINCIPAL PLACE OF BUSINESS IN HONG KONG

The Board of the Company further announces that with effect from 30 August 2014, the principal place of business in Hong Kong and the contact numbers have been changed to:

Principal place of business : Suites 3101-3105, 31/F, Dah Sing Financial Centre, 108
in Hong Kong Gloucester Road, Wanchai, Hong Kong

Telephone number: : (852) 3918 9100

Facsimile number: : (852) 3152 2889

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

Hong Kong, 31 August 2014

As at the date of this announcement, the Board comprises (i) four executive Directors, namely Ms. Deng Shufen, Mr. Dai Yumin, Ms. Liu Jianguan and Mr. Gui Bin; (ii) one non-executive Director, namely, Mr. Wang Yongbin; and (iii) three independent non-executive Directors, namely Mr. Fang Jun, Mr. Zhao Xianming and Mr. Wong Yiu Kit, Ernest.