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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 7 NOVEMBER 2014**

#### **SUMMARY**

The Board is pleased to announce that the Resolution was duly passed by the Shareholders at the EGM held on 7 November 2014 by way of poll.

Reference is made to the announcement of Perception Digital Holdings Limited (the “**Company**”) dated 15 September 2014, the circular of the Company dated 22 October 2014 (the “**Circular**”) and the notice of extraordinary general meeting (the “**EGM**”) of the Company dated 22 October 2014 in respect of the placing agreement dated 15 September 2014 entered into between the Company and CCB International Capital Limited in relation to the placing, on a best effort basis, of up to a maximum of 1,000,000,000 ordinary shares of HK\$0.01 each in the capital of the Company at the placing price of HK\$0.175 each and the transactions contemplated thereunder and (ii) the grant of the Specific Mandate (the “**EGM Matters**”).

Unless otherwise specified, capitalized terms used in this announcement have the same meanings as those defined in the Circular.

#### **POLL RESULTS OF THE EGM**

The Board is pleased to announce that the ordinary resolution (the “**Resolution**”) approving the EGM Matters was duly passed by the Shareholders at the EGM held on 7 November 2014 by way of poll.

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

As at the date of the EGM:

- (1) the total number of Shares in issue was 3,081,375,000, which were the total number of Shares entitling the Shareholders to attend and vote for or against the Resolution at the EGM;
- (2) there were no Shares entitling the Shareholders to attend and abstain from voting in favour at the EGM as set out in Rule 13.40 of the Listing Rules;
- (3) there were no Shares requiring the Shareholders to abstain from voting on the Resolution at the EGM; and
- (4) no Shareholders had stated their intention in the Circular to vote against or abstain from voting on the Resolution at the EGM.

Set out below are the poll results in respect of the Resolution put to votes at the EGM:

<b>ORDINARY RESOLUTION</b>	<b>Number of votes (%)</b> <i>(Note)</i>	
	<b>For</b>	<b>Against</b>
To approve (i) the placing agreement dated 15 September 2014 (the “ <b>Placing Agreement</b> ”) entered into between the Company and CCB International Capital Limited in relation to the placing, on a best effort basis, of up to a maximum of 1,000,000,000 new ordinary shares (the “ <b>Placing Shares</b> ”) of HK\$0.01 each in the capital of the Company at the placing price of HK\$0.175 each and the transactions contemplated thereunder and to authorise the directors of the Company (or any one of them) to do all acts and things to implement the same; and (ii) the grant of the specific mandate to cover the allotment and issue of the Placing Shares upon completion of the Placing Agreement.	2,261,525,309 (100%)	0 (0%)

*Note:*

The number of votes and percentage of voting Shares are based on the total number of Shares held by the Shareholders who voted at the EGM in person or by proxy.

Please refer to the notice of the EGM for details of the Resolution.

As more than 50% of the votes were cast in favour of the Resolution, the Resolution was duly passed as an ordinary resolution of the Company.

By order of the Board  
**Perception Digital Holdings Limited**  
**Deng Shufen**  
*Chairman and Executive Director*

Hong Kong, 7 November 2014

As at the date of this announcement, the Board comprises the following Directors:

*Executive Directors:*

Ms Deng Shufen (*Chairman*)

Mr Dai Yumin

Ms Liu Jiangyuan

Mr Gui Bin

*Non-executive Director:*

Mr Wang Yongbin

*Independent non-executive Directors:*

Mr Fang Jun

Mr Zhao Xianming

Mr Wong Yiu Kit, Ernest