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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Perception Digital Holdings Limited (the “**Company**”) will be held at Suites 3101-3105, 31st Floor, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong on Friday, 7 November 2014 at 11:00 a.m. for the purposes of considering and, if thought fit, passing (with or without modifications), the following resolution (the “**Resolution**”) as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** (i) the placing agreement (the “**Placing Agreement**”) dated 15 September 2014 (a copy of which has been produced to the Meeting marked “A” and initialled by the chairman of the Meeting for the purpose of identification) between the Company and CCB International Capital Limited (the “**Placing Agent**”) in connection with the placement through the Placing Agent of up to a maximum of 1,000,000,000 new shares (the “**Placing Shares**”) of HK\$0.01 each in the capital of the Company at the placing price of HK\$0.175 per Placing Share on a best effort basis and all the transactions contemplated thereunder and all other matters of and incidental thereto or in connection therewith be and are hereby generally and unconditionally approved, ratified and/or confirmed in all respects and the directors (the “**Directors**”) of the Company (or any one of them) be and he/she/they are hereby generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps which, in the opinion of the Director(s), may be necessary, appropriate, desirable or expedient to implement and/or give effect to the terms of, or the transactions contemplated by, the Placing Agreement and to agree to such variations, amendments or waiver or matters relating thereto as are, in the opinion of the Director(s), in the interests of the Company and its shareholders as a whole and (ii) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in the Placing Shares, the Directors (or any

one of them) be and he/she/they are hereby generally and specifically authorised to allot and issue such number of new ordinary shares of HK\$0.01 each in the capital of the Company (the “**Specific Mandate**”) as may be required to be allotted and issued pursuant to the terms of the Placing Agreement. The Specific Mandate is in addition to, and shall not prejudice nor revoke the existing general mandate granted to the Directors by the shareholders of the Company in the annual general meeting of the Company held on 29 May 2014 or such other general or specific mandate(s) which may from time to time be granted to the Directors prior to or after the passing of this resolution.”

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

Hong Kong, 22 October 2014

Registered office:
Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*
Suites 3101-3105, 31st Floor
Dah Sing Financial Centre
108 Gloucester Road
Wanchai, Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more separate proxy(ies) to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. A form of proxy for use at the Meeting is enclosed with the circular of the Company dated 22 October 2014.
3. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) must be deposited with the Company’s share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting (or at any adjournment thereof). Completion and return of the form of proxy shall not preclude members from attending and voting in person at the Meeting or at any adjourned meeting (as the case may be) should they so wish.

4. Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, the joint member whose name stands first on the register of members of the Company in respect of such share, or his proxy, shall alone be entitled to vote and will be accepted to the exclusion of other joint registered holders in respect thereof.
5. The votes at the Meeting will be taken by poll.

As at the date of this notice, the board of directors of the Company comprise four executive directors, namely Ms Deng Shufen (Chairman), Mr Dai Yumin, Ms Liu Jianguan and Mr Gui Bin, one non-executive director, namely Mr Wang Yongbin and three independent non-executive directors, namely Mr Fang Jun, Mr Zhao Xianming and Mr Wong Yiu Kit, Ernest.