



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31 January 2014

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Perception Digital Holdings Limited

Date Submitted 4 February 2014

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code :	<u>01822</u>	Description :	<u>Ordinary Shares</u>	
		No. of ordinary shares	Par value (HKD)	Authorised share capital (HKD)
Balance at close of preceding month		<u>2,000,000,000</u>	<u>0.10</u>	<u>200,000,000</u>
Increase/(decrease)		<u>18,000,000,000</u>	(See remark 1)	<u>NIL</u>
Balance at close of the month		<u>20,000,000,000</u>	<u>0.01</u>	<u>200,000,000</u>
(2) Stock code :		Description :		
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month		_____	_____	_____
Increase/(decrease)		_____		_____
Balance at close of the month		_____	_____	_____

2. Preference Shares

Stock code : _____	Description : _____		
	No. of preference shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

3. Other Classes of Shares

Stock code : _____	Description : _____		
	No. of other classes of shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

Total authorised share capital at the end of the month (*HKD*) : 200,000,000

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>1,120,500,000</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase during the month	<u>1,344,600,000</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>2,465,100,000</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Share Option Scheme adopted on (27/11/2009)						
Ordinary shares	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>2,788,729</u>
(See remark 2) (Note 1)						
2.						
(/ /)						
shares						
(Note 1)						
3.						
(/ /)						
shares						
(Note 1)						
			Total A. (Ordinary shares)		<u>0</u>	
			(Preference shares)		<u>N/A</u>	
			(Other class)		<u>N/A</u>	
Total funds raised during the month from exercise of options (State currency)				<u>0</u>		

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Unlisted Warrants	HKD	Nil	Nil	16,807,500	Nil	120,053,571
(30/10 /2017)						
Stock code (if listed)	N/A					
Class of shares issuable (<i>Note 1</i>)	Ordinary Shares					
Subscription price	HK\$0.14 (<i>See remark 3</i>)					
AGM approval date (if applicable) (dd/mm/yyyy)	(1 / 6 / 2012)					
2.						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
3.						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
4.						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
				Total B. (Ordinary shares)	N/A	
				(Preference shares)	N/A	
				(Other class)	N/A	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ _____						
Stock code (if listed)	_____					
Class of shares issuable (<i>Note 1</i>)	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
2. _____ _____ _____						
Stock code (if listed)	_____					
Class of shares issuable (<i>Note 1</i>)	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
3. _____ _____ _____						
Stock code (if listed)	_____					
Class of shares issuable (<i>Note 1</i>)	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
4. _____ _____ _____						
Stock code (if listed)	_____					
Class of shares issuable (<i>Note 1</i>)	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
				Total C. (Ordinary shares)	N/A	
				(Preference shares)	N/A	
				(Other class)	N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. On 11 August 2011, pursuant to the Supply Chain Management Agreement, the Company granted 62,250,000 Option Shares under the general mandate For more details, please refer to the announcement dated 11 August 2011 and 19 March 2013. <div style="text-align: right;">(/ /) shares (Note 1)</div>	N/A	101,519,537 <i>(See remark 4)</i>
2. <div style="text-align: right;">(/ /) shares (Note 1)</div>		
3. <div style="text-align: right;">(/ /) shares (Note 1)</div>		
Total D. (Ordinary shares) (Preference shares) (Other class)	N/A N/A N/A	

Other Movements in Issued Share Capital

Type of Issue						No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	Rights issue	At price :	State currency _____	Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /) (/ /)	_____	_____
2.	Open offer	At price :	State currency <u>HKD0.05</u>	Class of shares issuable <u>ORDINARY</u> (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(27/01/2014) (/ /)	<u>1,344,600,000</u>	<u>N/A</u>
3.	Placing	At price :	State currency _____	Class of shares issuable <u>Ordinary</u> (Note 1) Issue and allotment date : (dd/mm/yyyy) AGM approval date: (dd/mm/yyyy)	(/ /) (/ /)	_____	_____
4.	Bonus issue			Class of shares issuable _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /) (/ /)	_____	_____

				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
Type of Issue						
5.	Scrip dividend	At price :	State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /)	(/ /)
6.	Repurchase of shares			Class of shares repurchased <i>(Note 1)</i> _____ Cancellation date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /)	(/ /)
7.	Redemption of shares			Class of shares redeemed <i>(Note 1)</i> _____ Redemption date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /)	(/ /)
8.	Consideration issue	At price :	State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /)	(/ /)

For Main Board and GEM listed issuers

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /)	(/ /)
10. Other (Please specify) At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /)	(/ /)
Total E. (Ordinary shares)		<u>1,344,600,000</u>	
(Preference shares)		<u>N/A</u>	
(Other class)		<u>N/A</u>	

Total increase in ordinary shares during the month (i.e. Total of A to E):	(1)	<u>1,344,600,000</u>
	(2)	<u>NIL</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>N/A</u>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

1) Pursuant to an order granted by the Grant Court of the Cayman Islands on 17 January 2014, each authorised but unissued share of the Company with nominal value of HK\$0.10 has been sub-divided into ten shares of the Company with nominal value of HK\$0.01 each, with effect from 20 January 2014. Further details of the sub-division are set out in the announcement dated 20 January 2014.

2) The exercise price and number of the outstanding options under the Share Option Scheme have been adjusted from HK\$0.646 per share and 1,853,469 to HK\$0.429 per share and 2,788,729, respectively, as a result of the Open Offer. Details of which are set out in the announcement dated 24 January 2014.

3) The subscription price of the outstanding warrants has been adjusted from HK\$0.23 per share to HK\$0.14 per share as a result of the Open Offer. Details of which are set out in the announcement dated 24 January 2014.

4) The exercise price and number of the outstanding options have been adjusted from HK\$0.351 per share and 67,472,775 to HK\$0.233 per share and 101,519,537, respectively, as a result of the Open Offer. Details of which are set out in the announcement dated 24 January 2014.

Submitted by: LEE, Rabi

Title: Director
(Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).*
- 2. If there is insufficient space, please append the prescribed continuation sheet.*