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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 “EGM”) 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 Monday, 27 April 2015 at 11:00 a.m., for the following purposes:

SPECIAL RESOLUTION

To consider and, if thought fit passing with or without modification, the following as a special resolution of the Company:

“**THAT** subject to and conditional upon the necessary approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “Perception Digital Holdings Limited” to “E-Rental Car Company Limited” and a dual foreign name in Chinese “宜租互聯網租車有限公司” be adopted to replace its existing Chinese name “幻音數碼控股有限公司”, and that the directors of the Company be and are hereby authorised to do all such acts, and execute such deeds and things they may, in their absolute discretion, deem fit in order to effect such change of name.”

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

Hong Kong, 2 April 2015

Notes:

1. Any member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. 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 2 April 2015.
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 a member from attending and voting in person at the meeting or at any adjourned meeting (as the case may be) should he so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.
4. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. Any voting at the EGM or any adjournment thereof should be taken by poll.

As at the date of this notice, the board of directors of the Company comprise (i) four executive directors, namely Ms Deng Shufen (Chairman), Mr Dai Yumin, Ms Liu Jiangyuan 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.