
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Perception Digital Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank manager, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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)

**PROPOSED CHANGE OF COMPANY NAME AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening an extraordinary general meeting (the “EGM”) of Perception Digital Holdings Limited, to 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. is set out on pages 6 to 7 in this circular.

Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting if you so wish.

2 April 2015

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DEFINITIONS

In this circular, the following expressions have the following meanings, unless the context requires otherwise:

“Articles”	the articles of association of the Company, as amended from time to time;
“Board”	the board of Directors;
“Change of Company Name”	the proposed change of the English name of the Company from “Perception Digital Holdings Limited” to “E-Rental Car Company Limited” and to adopt the Chinese name “宜租互聯網租車有限公司” as the dual foreign name of the Company to replace its existing Chinese name “幻音數碼控股有限公司”;
“Company”	Perception Digital Holdings Limited 幻音數碼控股有限公司, a company incorporated in the Cayman Islands with limited liability with its securities listed on the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“EGM”	the extraordinary general meeting of the Company to be convened for the purposes of considering, and if thought fit, approve the Change of Company Name;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	the holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“%”	per cent.

LETTER FROM THE BOARD

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)

Executive directors:

Ms Deng Shufen (*Chairman*)

Mr Dai Yumin

Ms Liu Jianguan

Mr Gui Bin

Registered Office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Non-executive Director:

Mr Wang Yongbin

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

Independent non-executive Directors:

Mr Fang Jun

Mr Zhao Xianming

Mr Wong Yiu Kit, Ernest

2 April 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with, among other matters, further details regarding the Change of Company Name.

A notice convening the EGM is set out on pages 6 to 7 in this circular.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME AND ADOPTION OF CHINESE NAME

The Board proposes to change the English name of the Company from “Perception Digital Holdings Limited” to “E-Rental Car Company Limited” and to adopt the Chinese name “宜租互聯網租車有限公司” as the dual foreign name of the Company to replace its existing Chinese name “幻音數碼控股有限公司”;

CONDITIONS OF THE CHANGE OF COMPANY NAME

The Change of Company Name is subject to the following conditions:

- (1) the passing of a special resolution by the Shareholders to approve the Change of Company Name at the EGM; and
- (2) the granting of the necessary approval by the Registrar of Companies in the Cayman Islands in relation to the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date of entry of the new English name and the new dual foreign name on the Register of Companies maintained by the Registrar of Companies in the Cayman Islands. The Company will carry out the necessary filing procedures with the Registrar of Companies in the Cayman Islands and the Companies Registry in Hong Kong.

REASONS FOR THE CHANGE OF COMPANY NAME

The Board considers that the Change of Company Name will better reflect the direction of the Group’s business development. The Board believes that the new company name can provide the Company with a more appropriate corporate image and identity which will benefit the Company’s future business development and is in the best interests of the Company and Shareholders as a whole.

EFFECT OF THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect the rights of any Shareholder, the Company’s daily business operation or its financial position. All existing share certificates of the Company in issue bearing the existing name of the Company will, upon the Change of Company Name becoming effective, continue to be valid evidence of legal title to the shares of the Company and will continue to be valid for trading, settlement, registration and delivery purposes.

LETTER FROM THE BOARD

Accordingly, there will not be any arrangement for the free exchange of the existing share certificates for new certificates bearing the new English and Chinese names of the Company. Should the Change of Company Name become effective, any issue of share certificates thereafter will bear the new names of the Company and the securities of the Company will be traded on the Stock Exchange in the new names.

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the EGM, the effective date of the Change of Company Name, the new stock short name of the Company for trading in the Shares on the Stock Exchange and the address of the new website of the Company as and when appropriate.

EGM

At the EGM, a special resolution will be proposed to the Shareholders to consider, and if thought fit, approve the Change of Company Name. The notice of the EGM is set out on pages 6 to 7 of this circular. Voting at the EGM will be conducted by poll in accordance with the Listing Rules.

A proxy form for use at the EGM is enclosed with this circular. Such form of proxy is also published on the website of the Stock Exchange (www.hkex.com.hk). Whether or not you are able to attend and vote at the EGM, you are requested to complete and return the enclosed form of proxy to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM.

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers that the Change of Company Name to be in the best interests of the Company and the Shareholders. Accordingly, the Board recommends the Shareholders to vote in favor of the special resolution to be proposed at the EGM.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

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.