

# 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)

### Form of proxy for use at the extraordinary general meeting to be held on 18 May 2015 at 11:00 a.m. (or at any adjourned meeting thereof)

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ ordinary shares<sup>2</sup> of HK\$0.01 each  
in the share capital of Perception Digital Holdings Limited (the “Company”) HEREBY APPOINT the Chairman of the meeting<sup>3</sup>, or  
\_\_\_\_\_ of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company (the “EGM”) to be held  
at Suites 3101-3105, 31st Floor, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong at 11:00 a.m. on 18 May 2015 (or at any  
adjournment thereof) in respect of the undermentioned resolution as indicated.

ORDINARY RESOLUTION		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	<p>(a) the conditional placing agreement (the “<b>Placing Agreement</b>”) dated 26 March 2015 entered into between the Company and Sheng Yuan Securities Limited as placing agent in relation to the placing of up to 1,500,000,000 ordinary shares of HK\$0.01 each (the “<b>Shares</b>”) in the share capital of the Company (the “<b>Placing Shares</b>” and each a “<b>Placing Share</b>”) to Sino Merchant Car Rental Limited (“<b>Sino Merchant</b>” or the “<b>Placee</b>”), on a best effort basis, at the placing price (the “<b>Placing Price</b>”) of HK\$0.26 per Placing Share, with the grant of options (the “<b>Options</b>”) at an aggregate nominal consideration of HK\$1 payable by the Placee carrying rights to subscribe for up to 800,000,000 Shares (the “<b>Option Shares</b>” and each an “<b>Option Share</b>”), on the terms set out in the terms and conditions of the Options at the exercise price (the “<b>Exercise Price</b>”) of HK\$0.26 per Option Share (subject to adjustments) (the “<b>Connected Placing</b>”) (a copy of the Placing Agreement has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;</p> <p>(b) the directors of the Company (the “<b>Directors</b>”) be and are hereby granted a specific mandate (the “<b>Specific Mandate</b>”) to (i) issue and allot 1,500,000,000 Placing Shares to Sino Merchant within 4 weeks after the EGM; and (ii) grant the Options to Sino Merchant within 4 weeks after the EGM and issue and allot 800,000,000 Option Shares to Sino Merchant upon exercise of the Options in accordance with the terms thereof, subject only to the Placing Agreement becoming unconditional in accordance with the terms thereof. The Specific Mandate is in addition to, and shall not prejudice nor revoke any existing or such other general or special mandates which may from time to time be granted to the Directors prior to the passing of this resolution;</p> <p>(c) the issue and allotment of 1,500,000,000 Placing Shares and 800,000,000 Option Shares to Sino Merchant, credited as fully paid, at the Placing Price per Placing Share and at the Exercise Price per Option Share (subject to adjustments) (as the case may be) pursuant to the Specific Mandate be and is hereby approved;</p> <p>(d) the Directors be and are hereby granted a specific mandate (the “<b>2012 Warrants Specific Mandate</b>”) to issue and allot up to a maximum of 15,000,000 Shares pursuant to the terms of issue of the Company’s warrant subscription agreement dated 18 October 2012 (the “<b>2012 Warrants</b>”), with such issue and allotment being the result of the adjustments to the 2012 Warrants caused by the Connected Placing becoming unconditional; and</p> <p>(e) the Directors be and are hereby authorised to do all other acts and things and execute all documents which he/she/they consider(s) necessary or expedient for the implementation of and giving effect to the Placing Agreement and the transactions contemplated thereunder, the Specific Mandate and the 2012 Warrants Specific Mandate.</p>		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2015. Signature(s)<sup>5</sup> \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) (as shown in the register of members) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, delete the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.
- Please indicate with a “✓” in the spaces provided opposite to each of the resolutions how you wish your proxy to vote on your behalf. In the absence of such indication, your proxy may vote for or against the resolutions or may abstain from voting at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of any officer or attorney or other person duly authorised to sign the same.
- In the case of joint holders, 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.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time fixed for holding the said meeting or any adjourned meeting.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and deposit of this form of proxy will not preclude you from attending and voting at the meeting in person if you so wish.