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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 the 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 18 May 2015 at 11:00 a.m., to consider and, if thought fit, approve the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the conditional placing agreement (the “**Placing Agreement**”) 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 “**Shares**”) in the share capital of the Company (the “**Placing Shares**” and each a “**Placing Share**”) to Sino Merchant Car Rental Limited (“**Sino Merchant**” or the “**Placee**”), on a best effort basis, at the placing price (the “**Placing Price**”) of HK\$0.26 per Placing Share, with the grant of options (the “**Options**”) at an aggregate nominal consideration of HK\$1 payable by the Placee carrying rights to subscribe for up to 800,000,000 Shares (the “**Option Shares**” and each an “**Option Share**”), on the terms set out in the terms and conditions of the Options at the exercise price (the “**Exercise Price**”) of HK\$0.26 per Option Share (subject to adjustments) (the “**Connected Placing**”) (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;
- (b) the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate (the “**Specific Mandate**”) 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;

- (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;
- (d) the Directors be and are hereby granted a specific mandate (the “**2012 Warrants Specific Mandate**”) to issue and allot up to a maximum of 15,000,000 new Shares pursuant to the terms of issue of the Company’s warrant subscription agreement dated 18 October 2012 (the “**2012 Warrants**”), with such issue and allotment being the result of the adjustments to the 2012 Warrants caused by the Connected Placing becoming unconditional; and
- (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.”

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

Hong Kong, 28 April 2015

<i>Principal place of business in Hong Kong:</i>	<i>Registered Office:</i>
Suites 3101-3105, 31st Floor,	Cricket Square,
Dah Sing Financial Centre	Hutchins Drive
108 Gloucester Road	P.O. Box 2681
Wanchai	Grand Cayman
Hong Kong	KY1-1111
	Cayman Islands

Notes:

1. Any member of the Company entitled to attend and vote at the EGM 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 EGM is enclosed with the circular of the Company dated 28 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 EGM (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 EGM or at any adjourned meeting (as the case may be) should they 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 EGM, 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 EGM personally or by proxy, 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. The votes at the EGM or any adjournment thereof will be taken by poll.
6. The register of members of the Company will be closed from 14 May 2015 to 18 May 2015, both days inclusive, for determining the shareholders who are entitled to attend and vote at the EGM, during which period no transfer of shares will be effected. In order to qualify for attending and voting at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:00 p.m. on 13 May 2015.
7. If a "black" rainstorm warning signal or a tropical cyclone warning signal number 8 or above is in force in Hong Kong at any time between 7:00 a.m. and 5:00 p.m. on the date of the EGM, the EGM will not be held on that day and an announcement will be made in such event.

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.