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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 18 MAY 2015

Reference is made to the circular of Perception Digital Holdings Limited (the “**Company**”) dated 28 April 2015 (the “**Circular**”) and the notice of EGM dated 28 April 2015. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the ordinary resolution set out in the notice of EGM dated 28 April 2015 was duly passed by the Independent Shareholders at the EGM held on 18 May 2015 by way of poll.

As at the date of the EGM, the total number of issued Shares was 4,081,375,000 Shares. Sino Merchant is the controlling Shareholder of the Company which is interested in approximately 55.41% of the Shares in issue. Accordingly, Sino Merchant and its associates have abstained from voting at the EGM in respect of the resolution approving the Placing Agreement and the transactions contemplated thereunder, the Specific Mandate and the 2012 Warrants Specific Mandate. As a result of the abstention of Sino Merchant and its associates, the total number of Shares entitling the holders to attend and vote for or against the resolution in respect of the Placing Agreement and the transactions contemplated thereunder, the Specific Mandate and the 2012 Warrants Specific Mandate at the EGM was 1,819,901,111 Shares, representing approximately 44.59% of the total issued share capital of the Company as at the date of the EGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolution at the EGM as set out in Rule 13.40 of the Listing Rules. None of the Shareholders has stated any intention in the Circular to vote against the resolution at the EGM.

The Company's Hong Kong branch share registrar, Tricor Investor Services Limited, was appointed as the scrutineer for the purpose of vote taking at the EGM. The poll results in respect of the resolution proposed at the EGM are as follows:

Ordinary Resolution		Number of votes (%)	
		For	Against
1.	<p>(a) <i>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;</i></p> <p>(b) <i>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;</i></p>	473,421,920 (100%)	0 (0%)

Ordinary Resolution		Number of votes (%)	
		For	Against
(c)	<i>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;</i>		
(d)	<i>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</i>		
(e)	<i>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.</i>		

As more than 50% of the votes were cast in favour of above resolution, the resolution was duly passed as ordinary resolution of the Company.

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

Hong Kong, 18 May 2015

As at the date of this announcement, 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.