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## **E-RENTAL CAR COMPANY LIMITED**

### **宜租互聯網租車有限公司**

*(formerly known as “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)**

### **EXERCISE OF OPTIONS**

The Board would like to announce that, on 2 July 2015, the Company received the option notice executed and submitted by Sino Merchant (the “**Subscriber**”) to partial exercise the Options and subscribe for 400,000,000 new Shares.

Reference is made to the announcement of E-Rental Car Company Limited (the “**Company**”) dated 26 March 2015, the circular of the Company dated 28 April 2015 (the “**Circular**”) and the announcement of the Company dated 15 June 2015 regarding, among others, the Connected Placing pursuant to the terms and conditions contained in the Placing Agreement together with the transactions contemplated thereunder (including the grant of the Options).

Capitalized terms used in this announcement shall have the same meanings as those defined in the Circular unless otherwise defined herein.

### **EXERCISE OF OPTIONS**

On 2 July 2015, the Company received the option notice executed and submitted by the Subscriber to partial exercise the Options and subscribe for 400,000,000 new Shares (the “**Partial Exercise**”). The aggregate Exercise Price of the 400,000,000 Option Shares (the “**Exercised Option Shares**”) has been paid by the Subscriber and the Company has issued and allotted the Exercised Option Shares on 2 July 2015. The Company granted to the Subscriber the Options carrying rights to subscribe for up to 800,000,000 Option Shares at the Exercise Price of HK\$0.26 per Option Share (subject to adjustments) on 15 June 2015. The Exercised Option Shares rank *pari passu* with all the existing Shares as at the date of allotment and among themselves in all respects, and represent approximately 6.69% of the issued share capital of the Company as enlarged by the allotment and issue of 400,000,000 Option Shares. After the Partial Exercise noted above, the Subscriber still has part of the Options carrying rights to subscribe for 400,000,000 Option Shares remaining unexercised, representing approximately 6.69% of the issued share capital of the Company as at the date of this announcement (after the Exercised Option Shares have been issued).

The proceeds from the Exercised Option Shares are approximately HK\$104 million. The Board intends to apply such proceeds as general working capital of the Group.

## EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement (after the Exercised Option Shares have been issued):

- (1) the total number of issued Shares was 5,981,375,000;
- (2) the Subscriber held an aggregate of 4,161,473,889 Shares, representing approximately 69.57% of the total number of issued Shares.

The shareholding structure of the Company (i) immediately before the date of this announcement, (ii) as at the date of this announcement (after the Exercised Option Shares have been issued and (iii) immediately upon full exercise of the subscription rights attaching to the remaining Options held by the Subscriber (which would involve the issue of further 400,000,000 new Shares) assuming there are no other changes to the issued share capital of the Company are as follows:

Names	Immediately before the date of this announcement		As at the date of this announcement (after the Exercised Option Shares have been issued)		Immediately upon full exercise of the subscription rights attaching to the remaining Options held by the Subscriber	
	Shares	%	Shares	%	Shares	%
<b>Shareholders:</b>						
the Subscriber ( <i>Note 1</i> )	3,761,473,889	67.39	4,161,473,889	69.57	4,561,473,889	71.48
Public Shareholders	1,819,901,111	32.61	1,819,901,111	30.43	1,819,901,111	28.52
<b>Total</b>	<b>5,581,375,000</b>	<b>100.00</b>	<b>5,981,375,000</b>	<b>100.00</b>	<b>6,381,375,000</b>	<b>100.00</b>

*Notes:*

1. The Subscriber, being Sino Merchant, is a company incorporated in the BVI and its issued share capital is owned as to 60% by Ms. Deng Shufen, the chairman and executive Director of the Company, 20% by Ms. Liu Jiangyuan and 20% by Mr. Gui Bin, both being executive Directors of the Company. Ms. Deng Shufen is deemed, or taken to be, interested in all of the Shares in which Sino Merchant is interested by virtue of Part XV of the SFO. As Mr. Dai Yumin (an executive Director of the Company) is the spouse of Ms. Deng Shufen, he is deemed, or taken to be, interested in the Shares which Ms. Deng Shufen is deemed, or taken to be interested in, for the purposes of Part XV of the SFO. After the Partial Exercise noted above, the Subscriber still has part of the Options carrying rights to subscribe for 400,000,000 Option Shares remaining unexercised.

By order of the Board  
**E-Rental Car Company Limited**  
**Deng Shufen**  
*Chairman and Executive Director*

Hong Kong, 2 July 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 Jiangyuan and Mr. Gui Bin and three independent non-executive directors, namely Mr. Fang Jun, Mr. Zhao Xianming and Mr. Wong Yiu Kit, Ernest.*