

# 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)

### PROXY FORM

Form of proxy for use by shareholders at the extraordinary general meeting (the "Meeting") to be held at 11:00 a.m. on Friday, 7 November 2014 at Suites 3101-3105, 31st Floor, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong (or any adjournment thereof)

I/We <sup>(note a)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of <sup>(note b)</sup> \_\_\_\_\_ shares of HK\$0.01 each

in the capital of Perception Digital Holdings Limited (the "Company") **HEREBY APPOINT** <sup>(note c)</sup> \_\_\_\_\_

of \_\_\_\_\_

or, failing him/her, the Chairman of the Meeting, to act as my/our proxy to attend for me/us at the Meeting to be held at 11:00 a.m. on Friday, 7 November 2014 at Suites 3101-3105, 31st Floor, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolution as set out in the notice convening the Meeting and at the Meeting (or any adjournment thereof) to vote on my/our behalf and in my/our name(s) in respect of the resolution as indicated below or, if no indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION*	FOR <sup>(note d)</sup>	AGAINST <sup>(note d)</sup>
To approve (i) the placing agreement dated 15 September 2014 (the "Placing Agreement") entered into between the Company and CCB International Capital Limited in relation to the placing, on a best effort basis, of up to a maximum of 1,000,000,000 new ordinary shares (the "Placing Shares") of HK\$0.01 each in the capital of the Company at the placing price of HK\$0.175 each and the transactions contemplated thereunder and to authorise the directors of the Company (or any one of them) to do all acts and things to implement the same; and (ii) the grant of the specific mandate to cover the allotment and issue of the Placing Shares upon completion of the Placing Agreement (being the ordinary resolution as set out in the notice of the Meeting).		

\* Full text of the resolution is set out in the notice of the Meeting.

Date this \_\_\_\_\_ day of \_\_\_\_\_ 2014.

Shareholder's signature \_\_\_\_\_ <sup>(notes e, f, g, h and i)</sup>

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITAL LETTERS**. The names of all joint registered holders should be stated.
- Please insert the number of shares of HK\$0.01 each in the capital of the Company (the "Shares") registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the Shares registered in your name(s).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE INDICATE WITH A TICK ("✓") IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST FOR ANY RESOLUTION, PLEASE PUT A TICK ("✓") IN THE BOX MARKED "AGAINST".** In the absence of any such indication, the proxy may vote for or against the resolution or may abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution(s) properly put to the Meeting other than that referred to in the notice convening the Meeting.
- Where there are joint registered holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Share shall alone be entitled to vote in respect thereof.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at 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 not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this proxy form will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.