

*Unless otherwise defined herein, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus (the “Prospectus”) of Perception Digital Holdings Limited (the “Company”) dated 4 December 2009.*

*Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Share Offer described below before deciding whether or not to invest in the Shares thereby being offered.*

*Nothing in this announcement or the Prospectus constitutes an offer to sell or the solicitation of an offer to buy nor shall there be any sale of Public Offer Shares in any jurisdiction in which such offer, solicitation or sales would be unlawful. This announcement and the Prospectus are not for distribution, directly or indirectly, in or into the United States, nor is this announcement or the Prospectus an offer of Shares for sale in the United States. The Public Offer Shares have not been and will not be registered under the U.S. Securities Act 1933, as amended (the “U.S. Securities Act”) and may not be offered or sold except in an offshore transaction in accordance with Regulation S under the U.S. Securities Act. There will be no offer of shares in the United States.*

*In connection with the Share Offer, the Lead Manager or any person acting for it may over-allocate up to and not more than an aggregate of 22,500,000 additional Shares (representing approximately 15% of the Offer Shares initially available under the Share Offer) at any time from the Listing Date up to (and including) the date which is the 30th day after the last day for lodging of Application Forms under the Public Offer and cover such over-allocations by exercising the Over-allotment Option (for itself and on behalf of the Placing Underwriters), or by making purchases in the secondary market at prices or by a combination of purchase in the secondary market and a partial exercise of the Over-allotment Option (for itself and on behalf of the Placing Underwriters). In the event that the Over-allotment Option is exercised, an announcement will be made.*

# PERCEPTION DIGITAL HOLDINGS LIMITED

幻音數碼控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

## LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING AND PUBLIC OFFER

Number of Offer Shares	: 150,000,000 Shares (subject to the Over-allotment Option)
Number of Placing Shares	: 135,000,000 Shares (subject to re-allocation and the Over-allotment Option)
Number of Public Offer Shares	: 15,000,000 Shares (subject to re-allocation)
Offer Price	: Not more than HK\$0.73 and expected to be not less than HK\$0.67 per Offer Share, plus brokerage fee of 1%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	: HK\$0.10 per Share
Stock code	: 08248

Sponsor



Bookrunner and Lead Manager



Co-Lead Managers

TSC Capital Limited

OSK Securities Hong Kong Limited

Co-Managers

Newpont Securities Limited

Po Kay Securities & Shares Co., Ltd.

YF Securities Company Limited

Goldin Equities Limited

Convoy Investment Services Limited

The Share Offer comprises the Public Offer of 15,000,000 new Shares, representing 10% of the total number of the Offer Shares initially available for subscription under the Share Offer to the public in Hong Kong, subject to re-allocation, and the Placing of 135,000,000 new Shares, representing 90% of the total number of the Offer Shares, with institutional, professional and private investors, subject to re-allocation and the exercise of the Over-allotment Option as stated under the paragraph headed “Re-allocation between the Placing and the Public Offer” under the section headed “Structure of the Share Offer” in the Prospectus.

An application has been made by the Company to the Listing Division for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus pursuant to the Share Offer, the Capitalization Issue and any Shares which may fall to be issued upon the exercise of the Over-allotment Option or any options which may be granted under the Share Option Scheme on the GEM. Dealings in the Shares on the GEM are expected to commence at 9:30 a.m. on Wednesday, 16 December 2009.

For allocation purpose only, the number of the Public Offer Shares (after taking into account any re-allocation referred to below) will be divided equally into two pools: pool A and pool B. The Public Offer Shares in pool A will be allocated on an equitable basis to applicants who have applied for the Public Offer Shares in the aggregate value of HK\$5 million (excluding transaction levy imposed by the SFC, the Stock Exchange trading fee and the brokerage payable thereon) or less. The Public Offer Shares available in pool B will be allocated on an equitable basis to applicants who have applied for the Public Offer Shares in the aggregate value of more than HK\$5 million (excluding transaction levy imposed by the SFC, the Stock Exchange trading fee and the brokerage payable thereon) and up to the total initial value of pool B. Investors should be aware that allocation ratios for applications in the two pools, as well as the allocation ratios for applications in the same pool, are likely to be different. Where one of the pools is under-subscribed, the unsubscribed Public Offer Shares will be transferred to satisfy the demand in the other pool and be allocated accordingly.

Applicants can only receive an allocation of Public Offer Shares from any one pool but not from both pools and can only make applications to either pool A or pool B. Any application made for more than 100% of Public Offer Shares initially available under pool A or pool B is bound to be rejected.

Subject to the granting of listing of, and permission to deal in, the Shares on GEM and the Company's compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on GEM or any other date as HKSCC chooses. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The Offer Price is expected to be fixed by agreement between the Lead Manager (for itself and on behalf of the Underwriters) and the Company on the Price Determination Date. The Price Determination Date is expected to be on or before Thursday, 10 December 2009. The final Offer Price will be announced in the Company's allotment results announcement on Tuesday, 15 December 2009. The Offer Price is not more than HK\$0.73 and is expected to be not less than HK\$0.67 per Offer Share. If, for whatever reason, the Company and the Lead Manager (for itself and on behalf of the Underwriters) are not able to agree on the Offer Price, the Share Offer will not proceed and will lapse.

The Lead Manager (for itself and on behalf of the Underwriters), with the consent of the Company, may reduce the indicative Offer Price range stated in the Prospectus and/or the number of Offer Shares being offered at any time prior to the morning of the last day for lodging applications under the Public Offer. In such a case, a notice of the reduction of the indicative Offer Price range and/or the number of Offer Shares will be published on the Company's website at [www.perceptiondigital.com](http://www.perceptiondigital.com) and the GEM website at [www.hkexnews.hk](http://www.hkexnews.hk), not later than the morning of the last day for lodging applications under the Public Offer. If applications for Public Offer Shares have been submitted prior to the day which is the last day for lodging applications under the Public Offer, then even if the Offer Price range and/or the number of Offer Shares is so reduced, such applications cannot subsequently be withdrawn.

Under the GEM Listing Rules, multiple or suspected multiple applications and any application made on a **WHITE** or **YELLOW** Application Form for more than 100% of the Public Offer Shares being offered to the public under the Public Offer will be rejected and only one application on a **WHITE** or **YELLOW** Application Form may be made for the benefit of any person. An applicant for the Public Offer Shares will be required to give an undertaking and confirmation in the Application Form that he or she or it has not taken up and will not indicate an interest to take up any Placing Shares nor otherwise participated in the Placing.

If you have applied for 1,000,000 Public Offer Shares or more on a **WHITE** or **YELLOW** Application Form and have indicated your intention on your Application Form to collect your refund cheque (where applicable) and/or (for applicants using **WHITE** Application Forms) share certificate (where applicable) from the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited in person, and have provided all information required by your Application Form, you may collect (where applicable) your refund cheque and/or (where applicable) share certificate from the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong on Tuesday, 15 December 2009 from 9:00 a.m. to 1:00 p.m. or any other date notified by the Company as the date of despatch of share certificates/refund cheques. If you have applied for less than 1,000,000 Public Offer Shares or if you have applied for 1,000,000 Public Offer Shares or more on a **WHITE** or **YELLOW** Application Form but have not indicated in your Application Form that you wish to collect your share certificate (where applicable) and/or refund cheque in person, the share certificate and/or refund cheque (if applicable) will be sent to the address on your Application Form on Tuesday, 15 December 2009 or any other date notified by us as the date of despatch of share certificates/refund cheques by ordinary post and at your own risk.

If you apply for the Public Offer Shares using a **YELLOW** Application Form, and your application is wholly or partially successful, your share certificate will be issued in the name of HKSCC Nominees and deposited into CCASS for credit to your CCASS Investor Participant's stock account or the stock account of your designated CCASS Participant as instructed by you at the close of business on Tuesday, 15 December 2009, or under contingent situation, on any other date as shall be determined by HKSCC or HKSCC Nominees. The Company expects to publish the application results of CCASS Investor Participants using **YELLOW** Application Form on Tuesday, 15 December 2009. You should check the announcement published by us and report any discrepancies to HKSCC before 5:00 p.m. on Tuesday, 15 December 2009 or such other date as shall be determined by HKSCC or HKSCC Nominees. If you are applying as a CCASS Investor Participant, you can check your new account balance via the CCASS Phone System and CCASS Internet System (under the procedures contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time) immediately after the credit of the Public Offer Shares to your stock account. HKSCC will also make available to you an activity statement showing the number of Public Offer Shares credited to your stock account. If you are applying through a designated CCASS participant (other than a CCASS Investor Participant), you can check the number of Public Offer Shares allotted to you with that CCASS Participant.

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the related Application Forms. Applicants who would like to have the allotted Public Offer Shares to be issued in their own names should complete and sign the **WHITE** Application Forms. Applicants who would like to have the allotted Public Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock account or the stock account of their designated CCASS Participant should complete and sign the **YELLOW** Application Forms.

In connection with the Placing and pursuant to the Underwriting Agreement, the Company has granted the Over-allotment Option to the Placing Underwriters. The Over-allotment Option is exercisable by the Lead Manager (for itself and on behalf of the Placing Underwriters) at any time from the Listing Date up to (and including) the 30th day after the last day for lodging applications under the Public Offer, which is expected to be on Friday, 8 January 2010, subject to the terms of the Underwriting Agreement. Pursuant to the Over-allotment Option, the Company may be required to allot and issue, at the final Offer Price, up to an additional 22,500,000 Shares, representing 15% of the initial number of the Offer Shares, to cover over-allocations in the Placing. If the Over-allotment Option is exercised in full, the Offer Shares will represent approximately 27.71% of the Company's enlarged issued share capital following completion of the Share Offer. In the event that the Over-allotment Option is exercised, in full or in part, an announcement will be made by the Company.

**The Share Offer is conditional upon the conditions as stated under the paragraph headed “Conditions of the Share Offer” under the section headed “Structure of the Share Offer” in the Prospectus. If the conditions of the Share Offer are not fulfilled or waived prior to the time(s) and date(s) specified in the Underwriting Agreement, the Share Offer will lapse and the Stock Exchange will be notified immediately. Notice of lapse of the Share Offer will be caused to be published by the Company on the GEM website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.perceptiondigital.com](http://www.perceptiondigital.com) the next day following such lapse. In such event, all application money will be refunded, without interest. The terms on which the application money will be refunded are set forth under the paragraph headed “Refund of your application money” on the Application Forms.**

Prospective investors should note that the Underwriters are entitled to terminate their obligations under the Underwriting Agreement by notice in writing to the Company given by the Lead Manager (for itself and on behalf of the Underwriters) upon the occurrence of any of the events set forth under the paragraph headed “Grounds for termination” in the section headed “Underwriting” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. Such events include, among other things, any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out.

Copies of the Prospectus together with the **WHITE** Application Forms can be obtained during normal business hours from 9:00 a.m. on Friday, 4 December 2009 until 12:00 noon on Wednesday, 9 December 2009 from:

- (i) **Quam Capital Limited**, Room 3208, Gloucester Tower, The Landmark, 11 Pedder Street, Central, Hong Kong;
- (ii) **Quam Securities Company Limited**, Room 3208, Gloucester Tower, The Landmark, 11 Pedder Street, Central, Hong Kong;
- (iii) **TSC Capital Limited**, Room 2803, 28/F, Tower 1, Admiralty Centre, 18 Harcourt Road Admiralty, Hong Kong;
- (iv) **OSK Securities Hong Kong Limited**, 12/F., World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong;
- (v) **Newpont Securities Limited**, 8/F., Queen's Road Centre, 152 Queen's Road Central, Hong Kong;
- (vi) **Po Kay Securities & Shares Company Limited**, 14/F., Grand Building, 15-18 Connaught Road Central, Hong Kong;
- (vii) **YF Securities Company Limited**, 11/F., CMA Building, 64-66 Connaught Road Central, Central, Hong Kong;
- (viii) **Goldin Equities Limited**, 20th Floor, York House, The Landmark, 15 Queen's Road Central, Hong Kong; or
- (ix) **Convoy Investment Services Limited**, 34/F., One Island East, 18 Westlands Road, Quarry Bay, Hong Kong.

or any of the following branches of Standard Chartered Bank (Hong Kong) Limited:

<b>District</b>	<b>Branch name</b>	<b>Address</b>
Hong Kong Island:	Des Voeux Road Branch	Standard Chartered Bank Building, 4-4A, Des Voeux Road Central, Central
	88 Des Voeux Road Branch	88 Des Voeux Road Central, Central
	Wanchai Southorn Branch	Shop C2 on G/F and 1/F, Lee Wing Building, No. 156-162 Hennessy Road, Wanchai
	Quarry Bay Branch	G/F, Westlands Gardens, 1027 King's Road, Quarry Bay
Kowloon:	Kwun Tong Branch	1A Yue Man Square, Kwun Tong
	Mongkok Branch	Shop B, G/F, 1/F & 2/F, 617-623 Nathan Road, Mongkok
	San Po Kong Branch	Shop A, G/F, Perfect Industrial Building, 31 Tai Yau Street, San Po Kong
	Yaumatei Branch	G/F-1/F, Ming Fong Bldg., 564 Nathan Road, Yaumatei
New Territories:	Tsuen Wan Branch	Shop C, G/F & 1/F, Jade Plaza, 298 Sha Tsui Road, Tsuen Wan
	City One Shatin Branch	Shop 30-33, G/F, Ngan Shing Commercial Centre, City One Shatin

Copies of the Prospectus together with the **YELLOW** Application Forms can be obtained during normal business hours from 9:00 a.m. on Friday, 4 December 2009 until 12:00 noon on Wednesday, 9 December 2009 from the Depository Counter of HKSCC at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road, Central, Hong Kong or your stockbrokers may also have the Prospectus and the Application Forms available.

Only completed and signed **WHITE** or **YELLOW** Application Forms, with payment attached, should be deposited in the special collection boxes provided at any branches of Standard Chartered Bank (Hong Kong) Limited listed above at the following times:

Friday, 4 December – 9:00 a.m. to 5:00 p.m.  
Saturday, 5 December – 9:00 a.m. to 1:00 p.m.  
Monday, 7 December – 9:00 a.m. to 5:00 p.m.  
Tuesday, 8 December – 9:00 a.m. to 5:00 p.m.  
Wednesday, 9 December – 9:00 a.m. to 12:00 noon

The application lists will open from 11:45 a.m. to 12:00 noon on Wednesday, 9 December 2009.

Subject to the terms and conditions set out in the Prospectus and the Application Forms, applications made on **WHITE** or **YELLOW** Application Forms must be received by no later than 12:00 noon on Wednesday, 9 December 2009 (or such later date as may apply in the case of a tropical cyclone warning signal No. 8 or above or a “black” rainstorm warning being in force in Hong Kong on Wednesday, 9 December 2009 as described under the paragraph headed “Effect of bad weather on the opening of the application lists” under the section headed “How to apply for Public Offer Shares” in the Prospectus).

### **Publication of results**

Results of allocations in the Public Offer including (i) the indication of the level of interest in the Placing; (ii) the level of applications in the Public Offer; (iii) the basis of allotment of the Public Offer Shares; (iv) the number of Shares reallocated under the clawback adjustment, if any; (v) the Hong Kong identity card/passport/Hong Kong business registration certificate numbers of successful applicants and the number of the Public Offer Shares successfully applied for; and (vi) the final Offer Price will be made available at the times and dates and in the manner specified below:

- on the Company’s website at [www.perceptiondigital.com](http://www.perceptiondigital.com) and the GEM website at [www.hkexnews.hk](http://www.hkexnews.hk) from Tuesday, 15 December 2009 onward;
- on the Public Offer results of allocations website at [www.tricor.com.hk/ipo/result](http://www.tricor.com.hk/ipo/result) on a 24-hour basis from 8:00 a.m. on Tuesday, 15 December 2009 to 12:00 midnight on Monday, 21 December 2009. The user will be required to key in the Hong Kong identity card/passport/Hong Kong business registration certificate number provided in his/her/its application form to search for his/her/its own allocation result;
- from the Public Offer allocation results telephone enquiry line. Applicants may find out whether or not their applications have been successful and the number of the Public Offer Shares allocated to them, if any, by calling 3691 8488 between 9:00 a.m. and 6:00 p.m. from Tuesday, 15 December 2009 to Friday, 18 December 2009; and
- from special allocation results booklets which set out the results of allocations will be available for inspection during opening hours of the designated branches of the receiving banker of the Public Offer from Tuesday, 15 December 2009 to Thursday, 17 December 2009 at the addresses set forth above.

## **Refund of application money**

Applicants who do not receive any Public Offer Shares for any reasons will be refunded with application monies, including the related brokerage of 1.0%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005% without interest.

If an application is accepted only in part, the Company will refund to the applicant the appropriate portion of application monies, including the related brokerage of 1.0%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005% without interest.

If the Offer Price as finally determined is less than the initial Offer Price (excluding brokerage of 1.0%, SFC transaction levy of 0.004% and Stock Exchange trading fee of 0.005% thereon) paid on application, the Company will refund to the applicant the surplus application monies, together with the related brokerage of 1.0%, the SFC transaction levy of 0.004% and the Stock Exchange trading fee of 0.005% without interest. All such interest accrued on such monies prior to the date of despatch of refund cheques will be retained for the benefit of the Company. In a contingency situation involving a substantial over-subscription, at the discretion of the Company and the Lead Manager, cheques for applications for certain small denominations of the Public Offer Shares (apart from successful applications) may not be cleared.

If you have applied for 1,000,000 Public Offer Shares or more and have indicated your intention on the Application Form to collect your refund cheque and/or share certificate in person, you may collect it from Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong from 9:00 a.m. to 1:00 p.m. on Tuesday, 15 December 2009 or any other date notified by the Company as the date of despatch of refund cheques/share certificates.

If you are an individual and you opt for personal collection, you must not authorize any other person to make collection on your behalf. You must produce evidence of identity (which must be acceptable to Tricor Investor Services Limited) for collection of the refund cheque. If you are a corporate which opts for collection in person, the authorized representative bearing a letter of authorization from the corporation stamped with the corporation's chop must be presented for collection. Both individual and authorized representatives (if applicable) must produce at the time of collection, evidence of identity acceptable to Tricor Investor Services Limited.

Any certificate relating to the Offer Shares issued by the Company or deposited into CCASS prior to 8:00 a.m. on the Listing Date will only become valid certificate of title if the Share Offer has become unconditional in all aspects and the Underwriting Agreement has not been terminated in accordance with its terms on or before 8:00 a.m. on the Listing Date. No temporary documents of title will be issued in respect of the Offer Shares.

Dealings in the Shares on the GEM are expected to commence on Wednesday, 16 December 2009. Shares will be traded on the GEM in board lots of 5,000 each. The stock code for the Shares is 08248.

By order of the Board  
**Perception Digital Holdings Limited**  
**Dr. Jack Lau**  
*Chairman and Executive Director*

Hong Kong, 4 December 2009

*As at the date of this announcement, the executive Directors are Dr. Lau Jack, Prof. Tsui Chi Ying and Mr. Chui Shing Yip, Jeff; the non-executive Director is Prof. Cheng Shu Kwan, Roger; and the independent non-executive Directors are Prof. Chu Ching Wu, Paul, Dr. Lam Lee Kiu-yue, Alice Piera, Dr. Wu Po Him, Philip and Mr. Shu Wa Tung, Laurence.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement and a copy of the Prospectus will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) and, in the case of this announcement, on the “Latest Company Announcement” page for at least 7 days from the day of its posting. This announcement and a copy of the Prospectus will also be published on the Company’s website at [www.perceptiondigital.com](http://www.perceptiondigital.com).*