

APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION

The information set out in this appendix does not form part of the Accountants' Report prepared by Ernst & Young, Certified Public Accountants, Hong Kong, as set forth in Appendix I to this prospectus, and is included in this prospectus for information only.

The unaudited pro forma financial information should be read in conjunction with the section headed "Financial Information" in this prospectus and the Accountants' Report set forth in Appendix I of this prospectus.

The following unaudited pro forma financial information prepared in accordance with Paragraph 7.31 of the GEM Listing Rules is for illustrative purposes only, and is set out below to provide the prospective investors with further information about (i) how the Share Offer might have affected the combined net tangible liabilities of our Group as if the Share Offer had occurred on 30 June 2009; and (ii) how the Share Offer might have affected the forecast earnings per share of our Group for the year ending 31 December 2009 as if the Share Offer had taken place on 1 January 2009. Although reasonable care has been exercised in preparing the said information, prospective investors who read the information should bear in mind that these figures are inherently subject to adjustments and may not give a true picture of the Group's financial results and position of financial periods concerned.

(A) UNAUDITED PRO FORMA ADJUSTED COMBINED NET TANGIBLE ASSETS

The following unaudited pro forma adjusted combined net tangible assets of our Group have been prepared, on the basis of the notes set forth below, for the purpose of illustrating the effect of the Share Offer on the combined net tangible liabilities of our Group as at 30 June 2009 as if they had taken place on that date. The unaudited pro forma adjusted combined net tangible assets of our Group have been prepared for illustrative purposes only and, because of their hypothetical nature, they may not give a true picture of the financial position of our Group as at 30 June 2009 or any future date following the Share Offer.

	Combined net tangible liabilities of our Group attributable to equity holders of our Company as at 30 June 2009 HK\$'000 (Note 1)	Estimated net proceeds from the Share Offer HK\$'000 (Note 2)	Unaudited pro forma adjusted combined net tangible assets of our Group HK\$'000	Unaudited pro forma adjusted combined net tangible assets per Share HK cents (Note 3)
Based on an Offer Price of HK\$0.73 per Share	(38,564)	89,906	51,342	8.6
Based on an Offer Price of HK\$0.67 per Share	(38,564)	81,176	42,612	7.1

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Notes:

1. The combined net tangible liabilities of our Group as at 30 June 2009 have excluded the deferred development costs of approximately HK\$6,316,000 from the combined net liabilities of our Group attributable to equity holders of our Company amounting to HK\$32,248,000, both are extracted from the Accountants' Report set forth in Appendix I to this prospectus.
2. The estimated net proceeds from the Share Offer of 150,000,000 new Shares are based on the Offer Price of HK\$0.73 and HK\$0.67 per Share, after deduction of the underwriting fees and other related expenses payable by our Company. No account has been taken of any Shares which may fall to be issued upon the exercise of the Over-allotment Option.
3. The unaudited pro forma adjusted combined net tangible assets per Share is arrived at after the adjustment for the estimated net proceeds from the Share Offer payable to us as described in Note (2) and on the basis that a total of 600,000,000 Shares were in issue (including Shares in issue as at the date of this prospectus, those Shares to be issued under the Capitalization Issue and those Shares to be issued pursuant to the Share Offer). No account has been taken of any Shares which may fall to be issued upon the exercised of the Over-allotment Option.

(B) UNAUDITED PRO FORMA FORECAST EARNINGS PER SHARE

The following unaudited pro forma forecast earnings per Share of our Group has been prepared, on the basis of the notes set forth below, for the purpose of illustrating the effect of the Share Offer on the earnings per Share of our Group for the year ending 31 December 2009 as if it had taken place on 1 January 2009. The unaudited pro forma forecast earnings per Share of our Group has been prepared for illustrative purposes only and, because of its hypothetical nature, it may not give a true picture of the financial results of our Group for the year ending 31 December 2009 or for any future periods.

The unaudited forecast combined profit attributable to equity holders of our Company for the year ending 31 December 2009 is extracted from the paragraph headed "Profit forecast" under the section headed "Financial information" in this prospectus and the bases and assumptions thereof are summarized in Appendix III to this prospectus.

Unaudited forecast combined profit attributable to equity holders of our Company for the year ending 31 December 2009 (<i>note 1</i>)	not less than HK\$25 million
Unaudited pro forma forecast earnings per Share for the year ending 31 December 2009 (<i>note 2</i>)	not less than HK4.17 cents

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Notes:

1. The unaudited forecast combined profit attributable to equity holders of our Company for the year ending 31 December 2009 prepared by our Directors is based on, in the absence of unforeseen circumstances, the combined results of our Group for the six months ended 30 June 2009, the unaudited combined results of our Group for the four months ended 31 October 2009 and a forecast of the combined results of our Group for the two months ending 31 December 2009. The estimate has been prepared on the basis of the accounting policies and calculations prepared on a basis consistent in all material respects with those currently adopted by our Group as summarized in the Accountants' Report set forth in Appendix I to this prospectus.
2. The calculation of the unaudited pro forma forecast earnings per Share is based on the unaudited forecast combined profit attributable to equity holders of our Company for the year ending 31 December 2009, and on the assumption that our Company had been listed since 1 January 2009, and a total of 600,000,000 Shares have been in issue and outstanding during the entire year and the Over-allotment Option would not be exercised.

The following is the text of a report received from our Company's reporting accountants, Ernst & Young, Certified Public Accountants, Hong Kong, prepared for the inclusion in this prospectus.



18th Floor
Two International Finance Centre
8 Finance Street, Central
Hong Kong

4 December 2009

The Directors
Perception Digital Holdings Limited

Dear Sirs,

We report on the unaudited pro forma adjusted combined net tangible assets and unaudited pro forma forecast earnings per share (the "Unaudited Pro Forma Financial Information") of Perception Digital Holdings Limited (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group"), which have been prepared by the directors of the Company (the "Directors") for illustrative purposes only, to provide information about how the placing and public offer of shares in the capital of the Company might have affected the relevant financial information presented, for inclusion in Appendix II to the prospectus of the Company dated 4 December 2009 (the "Prospectus"). The basis of preparation of the Unaudited Pro Forma Financial Information is set out in Appendix II to the Prospectus.

Respective responsibilities of the Directors and reporting accountants

It is the responsibility solely of the Directors to prepare the Unaudited Pro Forma Financial Information in accordance with paragraph 7.31 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules") and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

It is our responsibility to form an opinion, as required by paragraph 7.31(7) of the GEM Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

Basis of opinion

We conducted our engagement in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 300 “Accountants’ Reports on Pro Forma Financial Information in Investment Circulars” issued by the HKICPA. Our work consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments, and discussing the Unaudited Pro Forma Financial Information with the Directors. This engagement did not involve independent examination of any of the underlying financial information.

Our work did not constitute an audit or a review made in accordance with Hong Kong Standards on Auditing, Hong Kong Standards on Review Engagements or Hong Kong Standards on Assurance Engagements issued by the HKICPA, and accordingly, we do not express any such audit or review assurance on the Unaudited Pro Forma Financial Information.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Unaudited Pro Forma Financial Information has been properly compiled by the Directors on the bases stated, that such bases are consistent with the accounting policies of the Group and that the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 7.31(1) of the GEM Listing Rules.

The Unaudited Pro Forma Financial Information is for illustrative purposes only, based on the judgements and assumptions of the Directors, and, because of its hypothetical nature, does not provide any assurance or indication that any event will take place in the future and may not be indicative of:

- the financial position of the Group as at 30 June 2009 or any future dates; or
- the forecast earnings per share of the Group for the year ending 31 December 2009 or any future periods.

Opinion

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled by the Directors on the bases stated;
- (b) such bases are consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 7.31(1) of the GEM Listing Rules.

Yours faithfully,
Ernst & Young
Certified Public Accountants
Hong Kong