

FORMS RELATING TO LISTING
FORM F
THE GROWTH ENTERPRISE MARKET (GEM)
COMPANY INFORMATION SHEET

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Company name: Perception Digital Holdings Limited

Stock code (ordinary shares): 8248

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 15 December 2009.

A. General

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 16 December 2009

Name of Sponsor(s) : Quam Capital Limited

Names of directors : **Executive Directors:**
Dr. Lau, Jack
Prof. Tsui Chi Ying
Mr. Chui, Shing Yip Jeff

Non-executive Director:
Prof. Cheng, Roger Shu Kwan

Independent non-executive Directors:
Prof. Chu Ching Wu, Paul
Dr. Lam Lee Kiu-yue, Alice Piera
Mr. Shu Wa Tung, Laurence
Dr. Wu Po Him, Philip

Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	Name	Number of Shares	Approximate percentage of shareholding upon Listing
	Swanland Management Limited	125,592,340	20.9%
	Masteray Limited (Note 1)	179,421,037	29.9%
	Ms. Loh, Jiah Yee, Katherine (Note 2)	179,421,037	29.9%
	Dr. Lau, Jack (Note 3)	179,421,037	29.9%
	UGH Investment Holding Limited	140,482,433	23.4%
	Ms. Leung, Yee Li Lana (Note 4)	140,482,433	23.4%
	Mr. Heung, Lap Chi Eugene (Note 5)	140,482,433	23.4%

Notes:

- (1) Masteray Limited (“Masteray”) is the registered holder of 53,828,697 shares. Masteray is interested in 51% of the issued share capital of Swanland Management Limited (“Swanland”) and hence is deemed to be interested in all the shares held by Swanland.
- (2) Ms. Loh, Jiah Yee, Katherine (“Ms. Loh”) is the sole beneficial owner of Masteray and hence is deemed to be interested in all the shares held by Masteray.
- (3) Dr. Lau, Jack is the spouse of Ms. Loh and is therefore deemed to be interested in all the shares held by Ms. Loh.
- (4) Ms. Leung, Yee Li Lana (“Ms. Leung”) is the sole beneficial owner of UGH Investment Holding Limited (“UGH”) and hence is deemed to be interested in all the shares held by UGH.
- (5) Mr. Heung, Lap Chi Eugene is the spouse of Ms. Leung and is therefore deemed to be interested in all the shares held by Ms. Leung.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company	: Not applicable
Financial year end date	: 31 December
Registered address	: Cricket Square, Hutchins Drive P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands
Head office and principal place of business	: Flat A, 8th Floor Shaw House, Lot 220 Clear Water Bay Road Hong Kong
Web-site address (if applicable)	: http://www.perceptiondigital.com
Share registrar	: Principal share registrar Butterfield Fulcrum Group (Cayman) Limited Butterfield House, 68 Fort Street P.O. Box 609 Grand Cayman KY1-1107 Cayman Islands Hong Kong share registrar Tricor Investor Services Limited 26th Floor, Tesbury Centre 28 Queen's Road East Wanchai, Hong Kong
Auditors	: Ernst & Young <i>Certified Public Accountants</i> 18th Floor, Two International Finance Centre 8 Finance Street, Central Hong Kong

B. Business activities

The Group is principally engaged in the provision of embedded firmware and turnkey solutions for consumer electronics devices, with services such as concept consultation, technology feasibility study, embedded firmware design and development, industrial design, intellectual property research, manufacturing and packaging, logistic management and after sales support.

C. Ordinary shares

Number of ordinary shares in issue	:	600,000,000 shares
Par value of ordinary shares in issue	:	HK\$0.1 per share
Board lot size (in number of shares)	:	5,000 shares
Name of other stock exchange(s) on which ordinary shares are also listed	:	Not applicable

D. Warrants

Stock code	:	Not applicable
Board lot size	:	Not applicable
Expiry date	:	Not applicable
Exercise price	:	Not applicable
Conversion ratio	:	Not applicable
No. of warrants outstanding	:	Not applicable
No. of shares falling to be issued upon the exercise of outstanding warrants	:	Not applicable

E. Other securities

Details of any other securities in issue.

Not applicable

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

Not applicable

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

LAU, JACK

Director

TSUI CHI YING

Director

CHENG, ROGER SHU KWAN

Director

CHUI, SHING YIP JEFF

Director

CHU CHING-WU, PAUL

Director

LAM LEE KIU-YUE, ALICE PIERA

Director

WU PO HIM, PHILIP

Director

SHU WA TUNG, LAURENCE

Director