

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong 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.*

## **PERCEPTION DIGITAL HOLDINGS LIMITED**

### **幻音數碼控股有限公司**

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

**(Stock Code: 8248)**

#### **POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 7 MAY 2010**

The Board is pleased to announce that all the resolutions as set out in the notice of AGM dated 31 March 2010 were duly passed by way of poll at the AGM held on 7 May 2010.

Reference is made to the circular of Perception Digital Holdings Limited (the “**Company**”) dated 31 March 2010 (the “**Circular**”) in relation to, among other things, the annual general meeting of the Company (the “**AGM**”). Capitalized terms used in this announcement shall have the same meanings as those defined in the Circular unless otherwise stated.

#### **RESULTS OF THE AGM**

The Board is pleased to announce that at the AGM held on 7 May 2010, all the resolutions as set out in the notice of AGM dated 31 March 2010 were duly passed by the Shareholders by way of poll.

As at the date of the AGM, the total issued share capital of the Company comprised 622,500,000 Shares, which was the total number of Shares entitling the holders to attend and vote for or against all the resolutions proposed at the AGM. There were no restrictions on any Shareholders to cast votes on any proposed resolution at the AGM. No Shareholder was entitled to attend but was required to vote only against any resolution at the AGM.

The poll results of the resolutions are as follows:

<b>Ordinary Resolutions</b>	<b>Number of votes cast (Approximate percentage of votes cast)</b>	
	<b>For</b>	<b>Against</b>
1. To receive and consider the audited consolidated financial statements for the year ended 31 December 2009 together with the reports of the directors and auditors.	348,360,858 Shares (100%)	0 Shares (0%)
2. To declare a final dividend of HK0.5 cents per share for the year ended 31 December 2009.	348,360,858 Shares (100%)	0 Shares (0%)

Ordinary Resolutions	Number of votes cast (Approximate percentage of votes cast)	
	For	Against
3(a) To re-elect Dr. Lau, Jack as executive Director.	348,360,858 Shares (100%)	0 Shares (0%)
3(b) To re-elect Mr. Chui, Shing Yip Jeff as executive Director.	348,360,858 Shares (100%)	0 Shares (0%)
3(c) To re-elect Prof. Cheng, Roger Shu Kwan as non-executive Director.	348,360,858 Shares (100%)	0 Shares (0%)
3(d) To re-elect Prof. Tsui, Chi Ying as non-executive Director.	348,360,858 Shares (100%)	0 Shares (0%)
3(e) To re-elect Prof. Chu Ching Wu, Paul as independent non-executive Director.	348,360,858 Shares (100%)	0 Shares (0%)
3(f) To re-elect Dr. Lam Lee, Kiu Yue Alice Piera as independent non-executive Director.	348,360,858 Shares (100%)	0 Shares (0%)
3(g) To re-elect Dr. Wu, Po Him Philip as independent non-executive Director.	348,360,858 Shares (100%)	0 Shares (0%)
3(h) To re-elect Mr. Shu, Wa Tung Laurence as independent non-executive Director.	348,360,858 Shares (100%)	0 Shares (0%)
3(i) To authorise the Board to fix the Directors' remuneration.	348,360,858 Shares (100%)	0 Shares (0%)
4. To re-appoint Ernst & Young as auditors of the Company and to authorise the Board to fix their remuneration.	348,355,858 Shares (99.999%)	5,000 Shares (0.001%)
5. To grant a general mandate to the Directors to allot, issue or otherwise deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution.	348,355,858 Shares (99.999%)	5,000 Shares (0.001%)
6. To grant a general mandate to the Directors to repurchase the Company's shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.	348,355,858 Shares (99.999%)	5,000 Shares (0.001%)
7. To extend the general mandate granted to the Directors to issue shares by the number of shares repurchased.	348,355,858 Shares (99.999%)	5,000 Shares (0.001%)

As more than 50% votes were cast in favor of each of the above resolutions, all the resolutions were duly passed at the AGM.

Tricor Investor Services Limited, the branch share registrar of the Company in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking at the AGM.

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

Hong Kong, 7 May 2010

*As at the date of this announcement, the executive Directors are Dr. Lau, Jack, and Mr. Chui, Shing Yip Jeff; the non-executive Directors are Prof. Cheng, Roger Shu Kwan and Prof. Tsui, Chi Ying; 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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) 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 will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its publication and on the Company’s website at [www.perceptiondigital.com](http://www.perceptiondigital.com).*