

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this information sheet, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

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 28 February 2011.

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
Mr. Tao Hong Ming

Non-executive Directors:
Prof. Cheng, Roger Shu Kwan
Prof. Tsui, Chi Ying

Independent non-executive Directors:
Dr. Lam Lee, Kiu Yue Alice Piera
Prof. Chin, Tai Hong Roland
Mr. Shu, Wa Tung Laurence

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 |
|---|-----------------------------|---|
| Swanland Management Limited | 125,592,340 | 20.17% |
| Masteray Limited (<i>Note 1</i>) | 179,421,037 | 28.82% |
| Ms. Loh, Jiah Yee, Katherine (<i>Note 2</i>) | 181,316,037 | 29.13% |
| Dr. Lau, Jack (<i>Note 3</i>) | 181,316,037 | 29.13% |
| Manyi Holdings Limited | 140,482,433 | 22.57% |
| Dr. Wu Po Him, Philip (<i>Note 4</i>) | 142,081,575 | 22.82% |

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) Dr. Wu Po Him, Philip (“Dr. Wu”) is personally interested in 1,599,142 shares. He is the sole beneficial owner of Manyi Holdings Limited (“Manyi”) and hence is deemed to be interested in all the shares held by Manyi.

| | | |
|--|---|--|
| 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 | : | 21st Floor, Fortis Tower No 77-79 Gloucester Road Wanchai 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 | : | 622,500,000 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.

Share Option Scheme

The Company adopted a share option scheme on 27 November 2009. The Company granted share options to its employees and consultants on 26 March 2010, details of which are as follows:

| Date of Grant | Option Categories | Exercise Price | Share options outstanding as at the date of this form | Exercise Period |
|---------------|-------------------|----------------|---|-------------------------------|
| 26 March 2010 | 1 | HK\$0.70 | 3,720,000 | 26 March 2011 – 25 March 2012 |
| | 2 | HK\$0.70 | 3,720,000 | 26 March 2012 – 25 March 2013 |
| | 3 | HK\$0.70 | 7,440,000 | 26 March 2013 – 25 March 2014 |

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 or deceptive 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

TAO HONG MING

Director

CHENG, ROGER SHU KWAN

Director

TSUI, CHI YING

Director

LAM LEE, KIU YUE ALICE PIERA

Director

CHIN, TAI HONG ROLAND

Director

SHU, WA TUNG LAURENCE

Director