

TO BE VALID, THE WHOLE OF THIS APPLICATION FORM MUST BE RETURNED

本申請表格必須整份交回方為有效

Application Form No.

申請表格編號

IMPORTANT
重要提示

THIS APPLICATION FORM IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON FRIDAY, 17 JANUARY 2014.

本申請表格具有價值，但不可轉讓，並僅供名列下文之合資格股東使用。二零一四年一月十七日（星期五）下午四時正後不得作出申請。

IF YOU HAVE SOLD ALL OR PART OF YOUR SHARES OF PERCEPTION DIGITAL HOLDINGS LIMITED (THE "COMPANY"), YOU SHOULD AT ONCE HAND THIS FORM TO THE PURCHASER OR TO THE BANK OF THE TRANSFERREE, THE LICENSED SECURITIES DEALER OR REGISTERED INSTITUTION IN SECURITIES OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED FOR TRANSMISSION TO THE PURCHASER OR THE TRANSFERREE.

閣下如已出售 閣下所持幻音數碼控股有限公司（「本公司」）全部或部份股份，應立即將本表格交買主或承讓人之銀行或經手買賣或轉讓之持牌證券交易商或註冊證券機構或其他代理商，以便轉交買主或承讓人。

IF YOU ARE IN ANY DOUBT AS TO ANY ASPECT OF THIS APPLICATION FORM OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT A LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISOR.

閣下如對本申請表格任何方面或對應採取之行動有任何疑問，應諮詢持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

TERMS USED HEREIN SHALL HAVE THE SAME MEANINGS AS DEFINED IN THE PROSPECTUS OF PERCEPTION DIGITAL HOLDINGS LIMITED DATED 3 JANUARY 2014 (THE "PROSPECTUS") UNLESS THE CONTEXT OTHERWISE REQUIRES.

除文義另有所指外，本表格所用詞彙與幻音數碼控股有限公司於二零一四年一月三日刊發之發售章程（「發售章程」）所界定者具有相同涵義。

A copy of each of the Prospectus Documents, and having attached thereto the documents specified in the paragraph headed "Documents delivered to the Registrar of Companies" in Appendix III to the Prospectus, has been registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies Ordinance. The Registrar of Companies in Hong Kong takes no responsibility as to the contents of these documents.

各份章程文件連同其所附之發售章程附錄三「送呈公司註冊處處長登記之文件」一段詳明之文件之副本已根據公司條例第342C條向香港公司註冊處處長登記。香港公司註冊處處長對該等文件之內容概不負責。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this Application Form, 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 Application Form.

香港交易及結算有限公司、聯交所及香港結算對本申請表格之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本申請表格全部或任何部分內容而產生或因依賴該等內容而引致之任何損失承擔任何責任。

Dealing in the Shares and the Offer Shares may be settled through CCASS and you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of these settlement arrangements and how such arrangements may affect your rights and interests.

股份及發售股份之買賣可以透過中央結算系統進行交收。閣下應該就等交收安排之詳情及該等安排可能對閣下之權利及權益所構成之影響諮詢閣下之持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

Subject to the granting of listing of, and permission to deal in, the Offer Shares on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

待發售股份獲准於聯交所上市及買賣，以及遵守香港結算之證券收納規定後，發售股份將獲香港結算接納為合資格證券，可由發售股份開始於聯交所買賣當日或香港結算釐定之其他日期起於中央結算系統內寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易須於其後第二個交收日於中央結算系統內進行交收。中央結算系統下之所有活動均須受不時生效之中央結算系統一般規則及中央結算系統運作程序所規限。

PERCEPTION DIGITAL HOLDINGS LIMITED

幻音數碼控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code: 1822)

(股份代號：1822)

**OPEN OFFER OF 1,344,600,000 OFFER SHARES
AT HK\$0.05 PER OFFER SHARE ON THE BASIS OF
SIX OFFER SHARES FOR EVERY FIVE SHARES
HELD ON THE RECORD DATE**

按於記錄日期

每持有五股股份獲發六股發售股份之基準

按每股發售股份0.05港元公開發售

1,344,600,000股發售股份

PAYABLE IN FULL ON APPLICATION BY NO LATER THAN 4:00 P.M. ON FRIDAY, 17 JANUARY 2014

股款須於申請時（不得遲於二零一四年一月十七日（星期五）下午四時正）繳足

APPLICATION FORM

申請表格

Registered office:

註冊辦事處：

Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111, Cayman Islands

Head office and principal place of
business in Hong Kong:

總辦事處及香港主要營業地點：

Unit 311, 3rd Floor
Core Building 1
No.1 Science Park East Avenue
Hong Kong Science Park
Pak Shek Kok
New Territories, Hong Kong

香港新界
白石角
香港科學園
科技大道東1號
核心大樓第1座
3樓311室

3 January 2014

二零一四年一月三日

Branch share registrar and transfer
office in Hong Kong:

香港股份過戶登記分處：

Tricor Investor Services Limited

26th Floor, Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

卓佳證券登記有限公司

香港
灣仔
皇后大道東28號
金鐘匯中心26樓

Name(s) and address of the Qualifying Shareholder(s)

合資格股東姓名及地址

Number of Shares registered in your name(s) on Thursday, 2 January 2014

於二零一四年一月二日（星期四）以 閣下名義登記之股份數目

Box A
甲欄

Number of Offer Shares in your assured allotment subject to payment in full on application by no later than 4:00 p.m. on Friday, 17 January 2014
閣下獲保證配發之發售股份數目（須不遲於二零一四年一月十七日（星期五）下午四時正申請時繳足股款）

Box B
乙欄

Amount payable on assured allotment when applied in full
申請認購全數保證配額時應繳款項

Box C
丙欄

HK\$
港元

Number of Offer Shares applied for
申請認購之發售股份數目

Box D
丁欄

Remittance enclosed
隨附股款
HK\$
港元

Application can only be made by the Qualifying Shareholder(s) named above.

申請僅可由名列上文之合資格股東作出。

Please enter in Box D the number of Offer Shares applied for and

the amount of remittance enclosed (calculated as the number of Offer Shares applied for multiplied by HK\$0.05)

請於丁欄填妥所申請認購之發售股份數目及隨附之股款金額（以申請認購之發售股份數目乘0.05港元計算）

Any payments for Offer Shares should be rounded up to 2 decimal points.

發售股份之任何付款應調高至兩個小數點。

You are entitled to apply for any number of Offer Shares which is equal to or less than your assured allotment shown in Box B above by filling in this Application Form. Subject as mentioned in the Prospectus and this Application Form, such allotment is made to the Shareholders who (a) were registered on the register of members of the Company and (b) were not the Excluded Shareholders at the close of business on Thursday, 2 January 2014 on the basis of an assured allotment of six Offer Shares for every five existing Shares held on Thursday, 2 January 2014.

閣下有權透過填寫本申請表格申請認購相等於或少於上文乙欄所列 閣下獲保證配發之任何發售股份數目。在發售章程及本申請表格所述者規限下，有關配額乃向於二零一四年一月二日（星期四）營業時間結束時(a)登記於本公司股東名冊及(b)並非除外股東之股東作出，基準為按於二零一四年一月二日（星期四）每持有五股現有股份獲保證配發六股發售股份。

If you wish to apply for any Offer Shares, you should complete and sign this Application Form, and lodge this Application Form together with a remittance for the full amount payable in respect of the Offer Shares applied for with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong by not later than 4:00 p.m. on Friday, 17 January 2014. All remittances must be in Hong Kong dollars. Cheques must be drawn on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "PERCEPTION DIGITAL HOLDINGS LIMITED - OPEN OFFER ACCOUNT" and crossed "Account Payee Only" and comply with the procedures set out overleaf. No receipt will be given for such remittances.

倘閣下欲申請認購任何發售股份，請填妥及簽署本申請表格，並將本申請表格連同申請認購發售股份涉及之全數應繳款項之足額股款，須不遲於二零一四年一月十七日（星期五）下午四時正交回本公司之香港股份過戶登記分處卓佳證券登記有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。所有股款必須以港元支付。支票必須以香港持牌銀行之賬戶開出，而銀行本票須由香港持牌銀行發出，並以「PERCEPTION DIGITAL HOLDINGS LIMITED - OPEN OFFER ACCOUNT」為抬頭人及以「只准入抬頭人賬戶」方式劃線開出，以及須符合背頁所載手續。本公司將不會就該等股款發出收據。

Additional information including conditions and procedures for application of the Offer Shares is enclosed.

隨附額外資料載有發售股份之條件及申請手續。

PERCEPTION DIGITAL HOLDINGS LIMITED

幻音數碼控股有限公司

(於開曼群島註冊成立之有限公司)

(股份代號：1822)

條件

1. 除外股東不得申請認購任何發售股份。
2. 概不會就收到之申請認購款項發出收據，惟預期申請獲全數或部分接納之任何發售股份股票將以平郵方式按表格所列地址寄交獲配發人；如屬聯名獲配發人，則寄交名列首位之獲配發人，郵誤風險概由彼等自行承擔。
3. 填妥本申請表格將構成申請人指示及授權本公司及／或卓佳證券登記有限公司或彼等就此提名之其他人士代表申請人辦理本申請表格或其他文件之任何登記手續，以及作出有關公司或人士可能認為必要或合適之一切其他事情，以根據發售章程所述安排，將申請人所申請認購之數目或任何較少數目之發售股份登記在申請人名下。
4. 發售股份之申請人承諾簽署所有文件並作出一切其他必要行動以讓彼／彼等登記成為彼／彼等所申請認購之發售股份之持有人，惟須符合本公司組織章程大綱及細則之規定。
5. 股款將於本公司收訖後過戶，而自此賺取之所有利息（如有）將撥歸本公司所有。填妥及交回本申請表格，即構成申請人保證支票或銀行本票將於首次過戶時兌現。在不影響本公司其他有關權利之情況下，本公司保留權利拒絕接納隨附之支票或銀行本票於首次過戶或（按本公司選擇）其後過戶時未能兌現之任何申請表格。在此情況下，有關獲保證配發之發售股份及其項下之所有配額將視作不獲接納並予以註銷。
6. 閣下申請認購發售股份之權利不得轉讓。
7. 本公司保留權利接受或拒絕任何不符合本表格所載申請手續之發售股份認購申請。
8. 填妥及交回本申請表格即表示 閣下向本公司作出一項保證及聲明，已經或將會就本申請表格及其任何接納全面遵守所有有關司法權區之一切登記、法律及監管規定。倘 閣下對本身狀況存有疑問，應諮詢 閣下之專業顧問。為免生疑問，代表中央結算系統之參與者認購發售股份之香港中央結算（代理人）有限公司毋須遵守上述保證及聲明。
9. 務須注意，包銷協議載有條文賦予包銷商權利於二零一四年一月二十一日（星期二）下午四時正前任何時間以於發生若干事件（包括不可抗力事件）之情況下終止其於包銷協議項下之責任。該等事件載於發售章程「終止包銷協議」一節。倘包銷商根據包銷協議之條款終止包銷協議，則公開發售將不會進行。此外，公開發售須待發售章程「董事會函件」一節「公開發售之條件」一段所載之條件達成後，方可作實。

申請手續

閣下可透過填寫本申請表格申請認購相等於或少於乙欄所列 閣下獲保證配發之有關發售股份數目。

欲申請認購少於 閣下獲保證配發之發售股份數目，請在本申請表格丁欄內填上 閣下欲申請認購之發售股份數目及應繳款項總額（以申請認購之發售股份數目乘以0.05港元計算（上調至最接近港仙））。倘所收到之相應股款少於乙欄所填或有權享有之發售股份數目所需之股款，則申請人將被視作申請認購已收全數款項所代表之有關較少發售股份數目。

倘 閣下欲申請認購本申請表格乙欄所列數目之發售股份，則請在本申請表格丁欄內填上此數目。如無填上任何數目，則 閣下將被視作申請認購 閣下可按認購價購買保證配額之最大數目，任何餘額將退還予 閣下。

填妥本申請表格並將適當之股款相應地緊釘其上後，請將表格對摺並須不遲於二零一四年一月十七日（星期五）下午四時正交回本公司之香港股份過戶登記分處卓佳證券登記有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。所有股款必須以港元支付。支票須以香港持牌銀行賬戶開出，而銀行本票則須由香港持牌銀行發出，並以「**PERCEPTION DIGITAL HOLDINGS LIMITED – OPEN OFFER ACCOUNT**」為抬頭人認購 閣下獲保證配發之發售股份，並以「**只准入抬頭人賬戶**」方式劃線開出。除非本申請表格連同本申請表格丙欄或丁欄（視情況而定）所示之適當股款於二零一四年一月十七日（星期五）下午四時正前已經收到，否則 閣下申請認購發售股份之權利以及一切有關權利將視作不獲接納及將被註銷。

預計股票將於二零一四年一月二十七日（星期一）或之前以平郵方式寄發予 閣下，郵誤風險概由 閣下自行承擔。 閣下將就全部有效申請並配發予 閣下之發售股份獲發一張股票。

PERCEPTION DIGITAL HOLDINGS LIMITED

幻音數碼控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

(Stock Code: 1822)

(股份代號: 1822)

To: Perception Digital Holdings Limited
致: 幻音數碼控股有限公司

Dear Sirs,

敬啟者:

I/We, being the Qualifying Shareholder(s) stated overleaf, enclose a remittance** for the amount payable in full on application for the number of Offer Shares at a subscription price of HK\$0.05 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We accept that number of Offer Shares on the terms and conditions of the Prospectus dated 3 January 2014 and subject to the memorandum and articles of association of the Company and I/we hereby undertake and agree to apply for the same or any lesser number of such Offer Shares in respect of which this application may be made. I/We authorise the Company to place my/our name(s) on the register of members as the holder(s) of such Offer Shares or any lesser number of Offer Shares as aforesaid and to send the share certificate in respect thereof by ordinary post at my/our risk to the address specified overleaf. I/We have read the conditions and procedures for application set out overleaf and agree to be bound thereby. By signing this form, I/we declare that I/we am/are not Excluded Shareholder(s) and my/our application for the Offer Shares does not violate any applicable securities or other laws or regulations of any jurisdiction outside Hong Kong. For the avoidance of doubt, HKSCC Nominees Limited, who subscribes the offer shares on behalf of CCASS Participants, is not subject to the above declaration.

本人/吾等為背頁所列之合資格股東，現申請認購乙欄（或倘已填妥丁欄，則丁欄）指定之發售股份數目，並附上按每股發售股份0.05港元之認購價計算須於申請時繳足之全數股款**。本人/吾等謹此按照日期為二零一四年一月三日之發售章程所載之條款及條件，並在 貴公司之組織章程大綱及細則限制下接納有關數目之發售股份，而本人/吾等謹此承諾並同意申請認購相等於或少於與本申請有關之發售股份數目。本人/吾等謹此授權 貴公司將本人/吾等之姓名列入股東名冊，作為有關數目或前述數目較少之發售股份之持有人，並請 貴公司將有關股票按背頁所列地址以平郵方式寄予本人/吾等，郵誤風險概由本人/吾等承擔。本人/吾等已詳閱背頁所載各項條件及申請手續，並同意全部遵守。透過簽署本表格，本人/吾等聲明本人/吾等並非除外股東，而本人/吾等申請認購發售股份並無違反香港以外任何司法權區之任何適用證券或其他法律或法規。為免生疑問，代表中央結算系統之參與者認購發售股份之香港中央結算（代理人）有限公司毋須遵守上述聲明。

Please insert contact
telephone number
請填上聯絡電話號碼

Signature(s) of Qualifying Shareholder(s)
(all joint Qualifying Shareholder(s) must sign)
合資格股東簽署
(所有聯名合資格股東均須簽署)

(1) _____ (2) _____ (3) _____ (4) _____

Date: _____ 2014

日期: 二零一四年 _____ 月 _____ 日

Details to be filled in by Qualifying Shareholder(s):
請合資格股東填妥以下詳情:

Number of Offer Shares applied for (being the total specified in Box D, or failing which, the total specified in Box B) 申請認購發售股份數目 (丁欄所列明之總數 或(如未有填妥)乙欄 所列明之總數)	Total amount of remittance (being the total specified in Box D, or failing which, the total specified in Box C) 股款總額 (丁欄所列明之股款總額或 (如未有填妥) 丙欄所列明之股款總額)	Name of bank on which cheque/ cashier's order is drawn 支票/銀行本票之 付款銀行名稱	Cheque/cashier's order number 支票/銀行本票號碼
	HK\$ 港元		

** Cheque or cashier's order should be crossed "Account Payee Only" and made payable to "PERCEPTION DIGITAL HOLDINGS LIMITED - OPEN OFFER ACCOUNT" (see the paragraph headed "Procedures for Application" on the reverse side of this form).

** 支票或銀行本票須以「只准入抬頭人賬戶」方式劃線開出，並以「PERCEPTION DIGITAL HOLDINGS LIMITED - OPEN OFFER ACCOUNT」為抬頭人（請參閱本表格背頁「申請手續」一段）。

Valid application for such number of Offer Shares which is less than or equal to an applicant's assured allotment will be accepted in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in the boxes above, you will be deemed to have applied for the number of Offer Shares for which payment has been received. If the amount of the remittance is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for such lesser number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares. No receipt will be given for remittance.

假設公開發售之條件已獲達成，申請認購發售股份數目少於或相等於申請人獲保證配發之數目之有效申請將獲全數接納。倘上欄內並無填上數目，則閣下將被視作申請認購已收款項所代表之發售股份數目。倘股款少於申請認購上欄所填數目之發售股份所需之股款，則閣下將被視作申請認購已收款項所代表之有關較少發售股份數目。申請將被視作為申請認購完整之發售股份數目而作出。本公司將不會就股款發出收據。