

---

## IMPORTANT

---

**If you are in doubt** about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in AAC Technologies Holdings Inc., you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

---



**瑞聲科技控股有限公司**  
**AAC Technologies Holdings Inc.**  
*(Incorporated in the Cayman Islands with limited liability)*  
(Stock code: 02018)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
EXTENSION OF GENERAL MANDATE TO ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

Resolutions will be proposed at the annual general meeting of AAC Technologies Holdings Inc. (the “AGM”) to be held at 9:30 a.m. on Thursday, 23 May 2013 at East Room, 23/F, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Central, Hong Kong to approve the matters referred to in this circular. A notice convening the AGM is set out on pages 15 to 18 of this circular. Whether or not you are able to attend the AGM in person, you are requested to complete and return the form of proxy enclosed with this circular in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

15 April 2013

---

# CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
1. Introduction .....	3
2. General Mandate to Issue Shares .....	4
3. General Mandate to Repurchase Shares .....	4
4. Extension of General Mandate to Issue Shares .....	5
5. Re-election of Retiring Directors .....	5
6. Annual General Meeting .....	5
7. Listing Rules Requirement .....	6
8. Recommendation .....	6
<b>Appendix I – Explanatory Statement of the Share Repurchase Mandate</b> .....	7
<b>Appendix II – Details of the Retiring Directors</b> .....	10
<b>Notice of Annual General Meeting</b> .....	15

---

## DEFINITIONS

---

*In this circular, unless the context otherwise requires, the following expressions have the following meaning:*

“AGM”	the annual general meeting of the Company to be held at 9:30 a.m. on Thursday, 23 May 2013 at East Room, 23/F, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Central, Hong Kong to consider and, if appropriate, to approve the resolutions as set out in the notice of AGM;
“Articles of Association”	the existing articles of association of the Company;
“Board”	the board of Directors;
“Company”	AAC Technologies Holdings Inc., a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange;
“Director(s) ”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Issue Mandate”	the proposed issue mandate to be granted to the Directors as further described in the section headed “General Mandate to Issue Shares” of this circular;
“Latest Practicable Date”	9 April 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Repurchase Mandate”	the proposed repurchase mandate be granted to the Directors as further described in the section headed “General Mandate to Repurchase Shares” of this circular;
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong);
“Share(s) ”	ordinary share(s) of US\$0.01 each in the share capital of the Company;
“Shareholder(s) ”	holder(s) of Shares;

---

## DEFINITIONS

---

“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases approved by the Securities and Futures Commission as amended from time to time; and
“%”	per cent.

---

## LETTER FROM THE BOARD

---



# 瑞聲科技控股有限公司 AAC Technologies Holdings Inc.

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

**(Stock code: 02018)**

*Executive Directors:*

Mr. Benjamin Zhengmin Pan (*Chief Executive Officer*)

Mr. Mok Joe Kuen Richard

*Non-executive Director:*

Ms. Ingrid Chunyuan Wu

*Independent Non-executive Directors:*

Mr. Koh Boon Hwee (*Chairman*)

Mr. Poon Chung Yin Joseph

Dato' Tan Bian Ee

Ms. Chang Carmen I-Hua

*Registered office*

*in the Cayman Islands:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal place of business*

*in Hong Kong:*

Unit 2003, 20/F.

100 Queen's Road Central

Central

Hong Kong

15 April 2013

*To the Shareholders,*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
EXTENSION OF GENERAL MANDATE TO ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

### 1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the ordinary resolutions to be proposed at the AGM for the approval of (a) the Issue Mandate; (b) the Repurchase Mandate; (c) the extension of the Issue Mandate; and (d) the re-election of retiring Directors.

---

## LETTER FROM THE BOARD

---

An explanatory statement contains all the information necessary to enable the Shareholders to make informed decisions on whether to vote for or against the Repurchase Mandate as required by the Listing Rules is set out in Appendix I to this circular.

### **2. GENERAL MANDATE TO ISSUE SHARES**

At the annual general meeting of the Company held on 21 May 2012, an ordinary resolution was passed by the Shareholders granting the existing issue mandate to the Directors to issue Shares. Such mandate will lapse at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant the Issue Mandate to the Directors, i.e. a general and unconditional mandate to exercise all the powers of the Company to allot, issue and deal with, otherwise than by way of rights issue or any option scheme or similar arrangements for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares in the Company or any shares of the Company issued as scrip dividends pursuant to the memorandum and articles of association of the Company, additional Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of such resolution.

Subject to the passing of the ordinary resolution approving the Issue Mandate, based on 1,228,000,000 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing of such resolution, the Directors would be authorized to issue up to 245,600,000 Shares (being 20% of the Shares in issue) and the Issue Mandate will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

### **3. GENERAL MANDATE TO REPURCHASE SHARES**

At the annual general meeting of the Company held on 21 May 2012, an ordinary resolution was passed by the Shareholders granting the existing repurchase mandate to the Directors to repurchase Shares to the Company. Such mandate will lapse at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors, i.e. a general and unconditional mandate to exercise all the powers of the Company to repurchase Shares subject to the maximum number of shares of up to 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of such resolution. The Repurchase Mandate, if granted, will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

---

## LETTER FROM THE BOARD

---

### **4. EXTENSION OF GENERAL MANDATE TO ISSUE SHARES**

Conditional upon the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing the resolution for approving the Issue Mandate.

### **5. RE-ELECTION OF RETIRING DIRECTORS**

In accordance with article 87 of the Articles of Association, Ms. Ingrid Chunyuan Wu, Mr. Koh Boon Hwee and Ms. Chang I-Hua Carmen will retire from office by rotation, and being eligible, offers themselves for re-election at the AGM.

Details of the retiring Directors which are required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

### **6. ANNUAL GENERAL MEETING**

The notice of the AGM is set out on pages 15 to 18 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the proposed final dividend for the year ended 31 December 2012, re-election of retiring Directors, the granting of the Issue Mandate and Repurchase Mandate and the extension of the Issue Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) and the Company ([www.aactechnologies.com](http://www.aactechnologies.com)). In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's Hong Kong branch share registrar, Investor Communications Centre of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority, not less than 48 hours before the time appointed for holding the AGM or adjourned meeting. The completion and return of the form of proxy will not preclude any Shareholder from attending and voting at the AGM if so wished.

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 21 May 2013 to Thursday, 23 May 2013, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents, accompanied by relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited of Shop 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 20 May 2013.

---

## LETTER FROM THE BOARD

---

For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Wednesday, 29 May 2013 to Friday, 31 May 2013, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the proposed final dividend, all transfer documents, accompanied by relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited of Shop 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 28 May 2013.

### **7. LISTING RULES REQUIREMENT**

According to rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all the resolutions as set out in the notice of AGM will be put to the vote at the AGM by way of poll.

### **8. RECOMMENDATION**

The Directors consider that the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of retiring Directors are in the best interests of the Company and the Shareholders. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the AGM on pages 15 to 18 of this circular.

By order of the Board  
**AAC TECHNOLOGIES HOLDINGS INC.**  
**Koh Boon Hwee**  
*Chairman*



The following explanatory statement contains all the information required pursuant to rule 10.06 of the Listing Rules to be given to all the Shareholders relating to the resolution to be proposed at the AGM authorising the Repurchase Mandate.

### **1. EXERCISE OF THE REPURCHASE MANDATE**

As at the Latest Practicable Date, the issued ordinary share capital of the Company comprises 1,228,000,000 Shares. Subject to the passing of the ordinary resolution approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing of such resolution, the Directors would be authorised to repurchase up to 122,800,000 Shares (being 10% of the Shares in issue) during the period up to the next annual general meeting in 2014 or the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the Cayman Islands or the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

### **2. REASONS FOR REPURCHASE**

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchases when appropriate and beneficial to the Company. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the value of the net assets and/or earnings per Share.

### **3. IMPACT ON THE WORKING CAPITAL OR GEARING POSITION**

As compared with the financial position of the Company as disclosed in its most recent published audited consolidated accounts as at 31 December 2012, the Directors consider that there might be a material adverse impact on the working capital or gearing position of the Company in the event that the proposed share repurchases were to be carried out in full during the proposed repurchase period. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Company.

### **4. FUNDING OF REPURCHASE**

The Directors recognized that the repurchasing of Shares must be made by funds legally available for such purpose in accordance with the memorandum and articles of association of the Company and the applicable laws of the Cayman Islands. The Companies Laws (2012 Revision) of the Cayman Islands (the "Laws") provide that a share repurchase by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose or, if so authorised by the Articles of Association and subject to the provisions of the Laws, out of capital. Any premium payable on a repurchase over the par value of the Shares repurchased or conditionally or unconditionally to be purchased must be provided for out of profits of the Company or out of the Company's share premium account or, if so authorised by the Articles of Association and subject to the provisions of the Laws, out of capital.

**5. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules), has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company or its subsidiaries.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company or its subsidiaries, or has undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders.

**6. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make repurchases of Shares pursuant to the Repurchase Mandate and in accordance with the Listing Rules and all applicable laws of the Cayman Islands, and the regulations set out in the memorandum and articles of association of the Company.

**7. EFFECT OF TAKEOVERS CODE**

If on exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such an increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Benjamin Zhengmin Pan ("Mr. Pan"), an executive Director, beneficially owns 69,512,565 Shares. Mr. Pan is deemed to be interested in 51,439,440 Shares which are beneficially owned by Silver Island Limited, a company 100% owned by Mr. Pan, 262,820,525 Shares which beneficially owned by Ms. Ingrid Chunyuan Wu ("Ms. Wu"), the wife of Mr. Pan, and, 112,375,158 Shares and 4,738,844 Shares which are beneficially owned by his children (one of whom is under and another is over the age of 18) as beneficiaries of the Pan 2005 Irrevocable Trust and the Pan 2005 Exempt Trust respectively under the SFO. Ms. Wu, as a non-executive Director, beneficially owns 262,820,525 Shares. Ms. Wu is deemed to be interested in 120,952,005 Shares which are owned by Mr. Pan, the husband of Ms. Wu, and, 112,375,158 Shares and 4,738,844 Shares which are beneficially owned by her children (one of whom is under and another is over the age of 18) as beneficiaries of the Pan 2005 Irrevocable Trust and the Pan 2005 Exempt Trust respectively under the SFO. For the purpose of the Takeovers Code, Mr. Pan and Ms. Wu are concert parties and are taken to have interests in a total of 500,886,532 Shares representing approximately 40.79% of the issued share capital of the Company.

In the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate which is proposed to be granted by the Shareholders, then (if the present shareholdings otherwise remained the same) the aggregate interests of both Mr. Pan and Ms. Wu would be increased to approximately 45.32% of the issued share capital of the Company. In the opinion of the Directors, such increase would give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. In any event, the Directors do not intend to exercise the Repurchase Mandate to an extent which will trigger off the mandatory offer requirement pursuant to the rules of the Takeovers Code.

The Company will not purchase Shares if that purchase would result in the number of Shares which are in the hands of the public falling below 25% of the Company's issued share capital.

Save as disclosed above, the Directors are not aware of any Shareholders, or a group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code in the event that the Directors exercise the power to repurchase Shares pursuant to the Repurchase Mandate.

## 8. SHARE PURCHASE MADE BY THE COMPANY

The Company has not repurchased any of its Shares during the six months preceding the Latest Practicable Date.

## 9. SHARE PRICES

During the previous twelve months before the Latest Practicable Date, the highest and lowest trade prices of the Shares on the Stock Exchange were as follows:

Months	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2012</b>		
April	25.15	21.50
May	24.95	21.20
June	24.80	21.50
July	25.70	20.10
August	27.50	22.40
September	29.50	25.70
October	28.60	26.25
November	30.00	27.50
December	31.45	25.05
<b>2013</b>		
January	30.30	26.60
February	33.70	28.75
March	38.30	30.35
April (up to the Latest Practicable Date)	38.00	35.85

The following sets out the details of the Directors who will retire and, being eligible, offer themselves for re-election at the AGM pursuant to the Articles of Association:

**BIOGRAPHICAL INFORMATION**

**Ms. Ingrid Chunyuan Wu** (“Ms. Wu”), aged 42, is a non-executive Director and a member of the audit committee of the Company. Ms. Wu co-founded the Group in 1993. In 1996, she co-founded and later became chief financial officer of AAC U.S.. She also co-founded Shenzhen Meiou in 1998, Changzhou AAC in 2000, and YEC Electronics Limited in 2001. Before Mr. Du Kuang-Yang joined the Group as the chief operating officer in March 2005, Ms. Wu was responsible for the day-to-day operations of these companies. Ms. Wu graduated from 常州衛生學校 (Changzhou School of Public Health) in 1989. Ms. Wu is the spouse of Mr. Benjamin Zhengmin Pan (“Mr. Pan”), the executive Director, chief executive officer and a substantial Shareholder of the Company. She has directorship in a number of subsidiaries of the Company.

Save as disclosed above, Ms. Wu does not have any relationships with other Directors, senior management, substantial Shareholders, or controlling Shareholders (as defined in the Listing Rules). Save as aforesaid, Ms. Wu did not hold other directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years and she does not hold any other position in the Group.

The term of appointment of Ms. Wu will expire on the date of 2013 annual general meeting to be held on 23 May 2013. The Company has entered into a new letter of appointment with Ms. Wu for a term from the date of 2013 annual general meeting to be held on 23 May 2013 until the conclusion of the annual general meeting of the Company to be held in 2015, which can be terminated on whenever is the earlier of (i) the date of expiry of the above period; or (ii) ceasing to be a director for any reason pursuant to the Company’s Articles of Association or any other applicable law. Ms. Wu is subject to retirement by rotation and re-election in accordance with the Articles of Association. She is entitled to a director’s fee of US\$57,500 per annum or such other sum as the Company may from time to time decide, which is determined upon negotiation between Ms. Wu and the Company at arm’s length on the basis of her previous experience, professional qualifications, responsibilities to be involved in the Company and the amount of time devoted to the Company’s business as well as the current financial position of the Company and the prevailing market conditions. Her director’s fee is subject to Shareholders’ approval at the AGM.

The interests of Ms. Wu in the Shares (within the meaning of Divisions 7 and 8 of Part XV of the SFO), was as follows:

Name of Director	Capacity/ Nature of Interest	Number of Ordinary Shares	Approximate percentage of shareholding
Ms. Wu	Beneficial owner, interest of spouse and children under 18/ personal and family interests	500,886,532 <i>(Note)</i>	40.79%

*Note:*

Ms. Wu beneficially owns 262,820,525 Shares. Ms. Wu is also deemed or taken to be interested in the following Shares for the purposes of the SFO:

- (i) 120,952,005 Shares representing the aggregate of (a) 51,439,440 Shares which are beneficially owned by Silver Island Limited, a company wholly-owned by Mr. Pan; and (b) 69,512,565 Shares which are beneficially owned by Mr. Pan and as Mr. Pan is her spouse, she is deemed to be interested in total of 120,952,005 Shares; and
- (ii) 117,114,002 Shares representing the aggregate of (a) 112,375,158 Shares which are deemed to be interested by Mr. Pan and Ms. Wu's descendants, as beneficiaries of the Pan 2005 Irrevocable Trust dated 10th May, 2005; and (b) 4,738,844 Shares which are deemed to be interested by Mr. Pan and Ms. Wu's descendants, as beneficiaries of the Pan 2005 Exempt Trust dated 10th May, 2005. One child of Mr. Pan and Ms. Wu is over and the other is under the age of 18.

**Mr. Koh Boon Hwee** ("Mr. Koh"), aged 62, is the Chairman of the Board and an independent non-executive Director. He is Chairman of the remuneration committee and a member of the audit committee. Mr. Koh has been appointed to the Board since November 2004. He brings with him extensive management experience and leadership, and has over 30 years of experience in the IT-related and electronics industries.

He is currently the Chairman (executive) of Credence Partners Pte Ltd, which manages Credence Capital, a private equity fund focused on SMEs in South East Asia.

He is also currently the Chairman (non-executive) of Sunningdale Tech Ltd, Yeo Hiap Seng Limited and Far East Orchard Ltd (all publicly-listed in Singapore) and Yeo Hiap Seng (Malaysia) Berhad (publicly-listed in Malaysia). Mr. Koh also serves on the Board of Agilent Technologies, Inc. (publicly-listed in the US). He is Chairman (non-executive) of Rippledote Capital Advisers Pte Ltd as well as FEO Hospitality Asset Management Pte Ltd and FEO Hospitality Trust Management Pte Ltd, both private companies, which manage Singapore listed Far East Hospitality Trust.

In the non-profit sector, he is Chairman of the Nanyang Technological University Board of Trustees in Singapore and a director of the Hewlett Foundation in the US.

Mr. Koh was previously Chairman of DBS Group Holdings Ltd (2005-2010), Singapore Airlines Ltd (2001-2005), SIA Engineering Company Ltd (2003-2005), Singapore Telecom Group and its predecessor organizations (1986-2001), Omni Industries Ltd (1996-2001), all being listed companies in Singapore; Executive Chairman of Wuthelam Holdings Pte Ltd (1991-2000) and before that, Managing Director of Hewlett Packard Singapore (1985-1990), where he started his career in 1977. Mr Koh was also a Director of Temasek Holdings Pte Ltd (1996-2010), and a member of the Executive Committee of the Board (1997-2010).

Mr. Koh graduated from the Imperial College, University of London, with a Bachelor's Degree (First Class Honours) in Mechanical Engineering. Mr. Koh also holds a Master's Degree in Business Administration (Distinction) from Harvard Business School. Mr. Koh was awarded Singapore's Public Service Star in 1991, the Meritorious Service Medal in 1995, and the Distinguished Service Order in 2008 by the President of Singapore.

Mr. Koh does not have any relationships with other Directors, senior management, substantial Shareholders, or controlling Shareholders (as defined in the Listing Rules). Save as aforesaid, Mr. Koh did not hold other directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years and he does not hold any other position in the Group.

The term of appointment of Mr. Koh will expire on the date of 2013 annual general meeting to be held on 23rd May, 2013. The Company has entered into a new letter of appointment with Mr. Koh for a term from the date of 2013 annual general meeting to be held on 23 May 2013 until the conclusion of the annual general meeting of the Company to be held in 2015, which can be terminated on whenever is the earlier of (i) the date of expiry of the above period; or (ii) ceasing to be a director for any reason pursuant to the Company's Articles of Association or any other applicable law. Mr. Koh is subject to retirement by rotation and re-election in accordance with the Articles of Association. He is entitled to a director's fee of US\$120,750 per annum or such other sum as the Company may from time to time decide, which is determined upon negotiation between Mr. Koh and the Company at arm's length on the basis of his previous experience, professional qualifications, responsibilities to be involved in the Company and the amount of time devoted to the Company's business as well as the current financial position of the Company and the prevailing market conditions. His director's fee is subject to Shareholders' approval at the AGM.

The interests of Mr. Koh in the Shares (within the meaning of Divisions 7 and 8 of Part XV of the SFO), was as follows:

<b>Name of Director</b>	<b>Capacity/ Nature of Interest</b>	<b>Number of Ordinary Shares</b>	<b>Approximate percentage of shareholding</b>
Mr. Koh	Beneficial owner	795,562	0.06%

**Ms. Chang Carmen I-Hua** (“Ms. Chang”), aged 65, was appointed as an independent non-executive Director, a member of the remuneration committee and a member of the nomination committee of the Company on 3rd May, 2010. Ms. Chang retired as a Partner at Wilson Sonsini Goodrich & Rosati (WSGR) in February 2012, and has joined New Enterprise Associates, Inc. (NEA) as a Special Senior Advisor. In addition to her senior advisory role with NEA, Ms. Chang is associated with the Center of International Security and Cooperation of Stanford University and a fellow for the Arthur and Toni Rembe Rock Center for Corporate Governance, a joint initiative of Stanford Law School and the Stanford Graduate School of Business.

Ms. Chang’s practice at WSGR focused on the representation of public and private technology companies and financial institutions in public offerings, mergers and acquisitions, joint ventures, financings, and other types of transactions in the United States and abroad, particularly in the People’s Republic of China (the “PRC”), Taiwan, and other Asian countries. Among many other transactions, Ms. Chang represented Semiconductor Manufacturing International Corporation in its acquisition of Motorola’s manufacturing operation in Tianjin.

Ms. Chang does not have any relationships with other Directors, senior management, substantial Shareholders, or controlling Shareholders (as defined in the Listing Rules). Save as aforesaid, Ms. Chang did not hold other directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years and she does not hold any other position in the Group.

The term of appointment of Ms. Chang will expire on the date of 2013 annual general meeting to be held on 23 May 2013. The Company has entered into a new letter of appointment with Ms. Chang for a term from the date of 2013 annual general meeting to be held on 23 May 2013 until the conclusion of the annual general meeting of the Company to be held in 2015, which can be terminated on whenever is the earlier of (i) the date of expiry of the above period; or (ii) ceasing to be a director for any reason pursuant to the Company’s Articles of Association or any other applicable law. Ms. Chang is subject to retirement by rotation and re-election in accordance with the Articles of Association. She is entitled to a director’s fee of US\$46,000 per annum or such other sum as the Company may from time to time decide, which is determined upon negotiation between Ms. Chang and the Company at arm’s length on the basis of her previous experience, professional qualifications, responsibilities to be involved in the Company and the amount of time devoted to the Company’s business as well as the current financial position of the Company and the prevailing market conditions. Her director’s fee is subject to Shareholders’ approval at the AGM. Ms. Chang does not have any interest in any Shares as defined under Part XV of the SFO.

Save as disclosed above, there are no other matters in relation to the re-election of each of the retiring Directors that need to be brought to the attention of the Shareholders and there is no information relating to all the retiring Directors that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.



---

## NOTICE OF ANNUAL GENERAL MEETING

---



### 瑞聲科技控股有限公司 AAC Technologies Holdings Inc.

*(Incorporated in the Cayman Islands with limited liability)*  
(Stock code: 02018)

**NOTICE IS HEREBY GIVEN** that the annual general meeting of AAC Technologies Holdings Inc. (the “Company”) will be held at 9:30 a.m. on Thursday, 23 May 2013 at East Room, 23/F, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Central, Hong Kong for the following purposes:

1. To receive and consider the audited consolidated financial statements and the report of the directors and independent auditor’s report for the year ended 31 December 2012.
2. To approve a final dividend for the year ended 31 December 2012.
3.
  - (a) To re-elect Ms. Ingrid Chunyuan Wu as non-executive director of the Company.
  - (b) To re-elect Mr. Koh Boon Hwee as independent non-executive director of the Company.
  - (c) To re-elect Ms. Chang Carmen I-Hua as independent non-executive director of the Company.
  - (d) To authorize the board of directors of the Company to fix their remuneration.
4. To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.
5. To consider, and if thought fit, pass the following ordinary resolution:

#### **ORDINARY RESOLUTION**

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (b) the approval in paragraph (a) shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the exercise of the subscription rights under the share option scheme of the Company or (iii) an issue of shares as scrip dividends pursuant to the memorandum and articles of association of the Company from time to time shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the law of, or the requirements of any recognized regulatory body or any stock exchange in any territory applicable to the Company).”

6. To consider, and if thought fit, pass the following ordinary resolution:

### ORDINARY RESOLUTION

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

(b) the aggregate nominal amount of shares of the Company purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval be limited accordingly; and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

7. As special business, to consider, and if thought fit, pass the following ordinary resolution:

### ORDINARY RESOLUTION

“**THAT** conditional upon resolutions nos. 5 and 6 above being passed, the aggregate nominal amount of shares in the capital of the Company which are repurchased by the Company under the authority granted to the directors of the Company as mentioned in resolution no. 6 above shall be added to the aggregate nominal amount of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution no. 5 above.”

By order of the Board  
**AAC TECHNOLOGIES HOLDINGS INC.**  
**Koh Boon Hwee**  
*Chairman*

Hong Kong, 15 April 2013

*Principal place of business in Hong Kong:*  
Unit 2003, 20/F  
100 Queen’s Road Central  
Central  
Hong Kong

*Registered office in the Cayman Islands:*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Notes:*

- (1) A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited at the Company's Hong Kong branch share registrar, Investor Communications Centre of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the meeting or adjourned meeting.
- (2) Completion and return of the form of proxy will not preclude members from attending and voting in person at the annual general meeting or any adjournment.
- (3) For determining the entitlement to attend and vote at the annual general meeting, the register of members of the Company will be closed from Tuesday, 21 May 2013 to Thursday, 23 May 2013, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the annual general meeting, all transfer documents, accompanied by relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited of Shop 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 20 May 2013.
- (4) For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Wednesday, 29 May 2013 to Friday, 31 May 2013, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfer documents, accompanied by relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited of Shop 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 28 May 2013.
- (5) As at the date of this notice, the board of directors of the Company comprises two executive directors, namely Mr. Benjamin Zhengmin Pan and Mr. Mok Joe Kuen Richard; one non-executive director, namely Ms. Ingrid Chunyuan Wu; and four independent non-executive directors, namely Mr. Koh Boon Hwee, Mr. Poon Chung Yin Joseph, Dato' Tan Bian Ee and Ms. Chang Carmen I-Hua.