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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)

PROPOSED ADOPTION OF NEW ARTICLES OF ASSOCIATION

The board of directors (the “**Board**”) of AAC Technologies Holdings Inc. (the “**Company**”) proposes that a new set of articles of association (the “**New Articles**”) be adopted to replace the existing Articles (the “**Existing Articles**”). The Board proposes to make certain amendments to the Existing Articles for housekeeping purpose, to allow the Company’s seal to be printed on share certificates and to bring the Existing Articles in line with the latest requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and with the laws of the Cayman Islands. For the avoidance of doubt, the Existing Articles have been in compliance with the applicable laws of the Cayman Islands.

Under paragraph 3(1) of Section 1 of Part B of Appendix 13 of the Listing Rules (the “**Relevant Provision**”), the minimum notice period for convening a general meeting (other than an annual general meeting) for passing special resolution(s) can be shortened to 14 days. As the Board considers that it is beneficial to the shareholders of the Company (the “**Shareholders**”) to retain the longer notice period of 21 clear days as provided in the Existing Articles so that Shareholders would have sufficient time to consider matters requiring approval by way of special resolution, the Board has decided not to adopt the shortened notice period of 14 days as permitted under the Relevant Provision and to retain the 21 clear days’ notice period for passing a special resolution at a general meeting. Accordingly, the notice period for convening an annual general meeting and a meeting called for the passing of a special resolution remains to be 21 clear days in the New Articles. Furthermore, in order to bring the New Articles in line with the existing requirements of the Listing Rules, Article 59(1) will be amended to additionally require the notice period for convening an annual general meeting to be not less than 20 clear business days and the notice period for convening all other general meetings to be not less than 10 clear business days.

The proposed adoption of the New Articles is subject to approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting. A circular, containing, among other things, details relating to the proposed changes to the Existing Articles brought about by the adoption of the New Articles together with a notice convening the forthcoming annual general meeting will be despatched to the Shareholders as soon as practicable.

By order of the Board
AAC Technologies Holdings Inc.
Mok Joe Kuen Richard
Executive Director

Hong Kong, 23rd March 2016

As at the date of this announcement, the Board comprises two executive directors, namely Mr. Benjamin Zhengmin Pan and Mr. Mok Joe Kuen Richard; a 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.