
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 Acoustic 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.

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AAC ACOUSTIC TECHNOLOGIES HOLDINGS INC.

瑞聲聲學科技控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2018)

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, EXTENSION OF GENERAL MANDATE TO ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTORS, PROPOSED CHANGE OF NAME OF THE COMPANY AND NOTICE OF ANNUAL GENERAL MEETING

Resolutions will be proposed at the annual general meeting of AAC Acoustic Technologies Holdings Inc. (the "AGM") to be held at 10:30 a.m. on Saturday, 21 May 2011 at Bowen Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong to approve the matters referred to in this circular. A notice convening the AGM is set out on pages 14 to 17 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 delivery of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

* *for identification purpose only*

15 April 2011

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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 10:30 a.m. on Saturday, 21 May 2011 at Bowen Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, 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 Acoustic 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”	11 April 2011, 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;
“Proposed Change of Company Name”	the proposal to change the English name of the Company from “AAC ACOUSTIC TECHNOLOGIES HOLDINGS INC.” to “AAC TECHNOLOGIES HOLDINGS INC.” and the Chinese name from “瑞聲聲學科技控股有限公司” (which was previously adopted for identification purpose) to “瑞聲科技控股有限公司”;
“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;

DEFINITIONS

“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;
“Special Resolution”	the proposed special resolution as referred to in the notice of the AGM
“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



AAC ACOUSTIC TECHNOLOGIES HOLDINGS INC.

瑞聲聲學科技控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2018)

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 2011

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,
PROPOSED CHANGE OF NAME OF THE COMPANY
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; and Special Resolution to be proposed at the AGM for approval of Proposed Change of Company Name.

* for identification purpose only

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 22 May 2010, 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; (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; and (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 22 May 2010, 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; (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; and (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, Mr. Mok Joe Kuen Richard, Ms. Ingrid Chunyuan Wu and Mr. Koh Boon Hwee 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. CHANGE OF NAME OF THE COMPANY

The Board proposes to change the English name of the Company from “AAC ACOUSTIC TECHNOLOGIES HOLDINGS INC.” to “AAC TECHNOLOGIES HOLDINGS INC.” and the Chinese name from “瑞聲聲學科技控股有限公司” (which was previously adopted for identification purpose) to “瑞聲科技控股有限公司”.

Conditions for the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the following conditions:

- (i) the passing of the Special Resolution by the Shareholders at the AGM approving the Proposed Change of Company Name; and
- (ii) the Registrar of Companies in the Cayman Islands granting approval for the use by the Company of the proposed English name of “AAC TECHNOLOGIES HOLDINGS INC.” and the proposed Chinese name of “瑞聲科技控股有限公司”.

The new names of the Company will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new names of the Company on the register in place of the former name. The Registrar of Companies in the Cayman Islands shall issue the certificate of incorporation on change of name thereafter. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

LETTER FROM THE BOARD

Reason for the Proposed Change of Company Name

The Company continues to extend its ability to miniaturise components into other technologies beyond acoustics. The Board, therefore, considers the proposed change of our company name will better reflect the scope and aspiration for the Company's business as well as simplify the name. This change will not affect the Company's existing business nor our focus in the acoustic segment. Overall, the Board believes that the Proposed Change of Company Name is in the interest of the Company and Shareholders.

Effect of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any of the rights of the holders of securities of the Company. All existing share certificates of the Company in issue bearing the existing English name of the Company will, after the Proposed Change of Company Name becoming effective, continue to be evidence of title to such securities and will remain to be valid for trading, settlement, registration and delivery purpose. Accordingly, there will not be any arrangement for free exchange of the existing share certificates for new share certificates bearing the new English and Chinese names of the Company.

Upon the Proposed Change of Company Name becoming effective, new share certificates of the Company will be issued under the new English and Chinese names of the Company, and the English and Chinese stock short names of the Company will also be changed.

The Company will make further announcement on the effective date of the Proposed Change of Company Name and the change in the stock short name upon the Proposed Change of Company Name becoming effective.

7. ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 14 to 17 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the granting of the Issue Mandate and the Repurchase Mandate and the extension of the Issue Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate, the re-election of retiring Directors and the Proposed Change of Company Name.

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) and the Company (www.aacacoustic.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 certified copy of that power or 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.

LETTER FROM THE BOARD

8. 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. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll.

9. RECOMMENDATION

The Directors consider that the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate, the re-election of retiring Directors and the Proposed Change of Company Name 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 14 to 17 of this circular.

By order of the Board
AAC ACOUSTIC 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 2012 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 2010, 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 (2010 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, 295,820,525 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 295,820,525 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 533,886,532 Shares representing approximately 43.47% 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 48.31% 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>
2010		
April	15.44	12.52
May	13.30	9.05
June	12.40	10.18
July	14.04	10.74
August	14.62	12.40
September	18.88	13.86
October	19.30	16.46
November	22.00	18.20
December	22.95	19.50
2011		
January	22.50	19.92
February	21.00	16.96
March	21.35	18.00
April (up to the Latest Practicable Date)	22.30	20.30

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

Mr. Mok Joe Kuen Richard (“**Mr. Mok**”), aged 47, is an executive Director and the chief financial officer of the Company with over 20 years of experience in finance, Mr. Mok is a Hong Kong certified public accountant and a chartered accountant in the United Kingdom. Mr. Mok held a diploma in applied psychology from Hong Kong Baptist University and graduated from London School of Economics and Political Science, London University.

Mr. Mok does not have any relationships with other Directors, senior management, substantial shareholders, or controlling shareholders (as defined in the Listing Rules) of the Group. Save as aforesaid, Mr. Mok 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.

Mr. Mok has entered into a service agreement with the Company for a term of three years commencing from 5 October 2009, which may be terminated by either party by giving not less than 60 days’ notice in writing or 60 days’ payment in lieu of notice to the other party. He is entitled to a basic salary of approximately HK\$1,860,000 per year (which is covered by the service agreement) and will be paid monthly in arrears which is determined upon negotiation between Mr. Mok 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, and, is subject to review periodically as determined by the Company.

Ms. Ingrid Chunyuan Wu (“**Ms. Wu**”), aged 40, was appointed as 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, Audio 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) of the Group. 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.

Ms. Wu has renewed a letter of appointment with the Company for a term from 16 April 2011 until the conclusion of annual general meeting to be held in 2013. She is entitled to the director’s fee of US\$25,000 per year 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. Such director's fee is subject to Shareholders' approval at the annual general meeting.

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	533,886,532 (Note)	43.47%

Note:

Ms. Wu beneficially owns 295,820,525 Shares. Ms. Wu is also deemed to be interested in the following Shares for the purposes of the SFO:

- (i) 51,439,440 Shares which are beneficially owned by Silver Island Limited, a company 100% owned by Mr. Pan, therefore, 51,439,440 Shares are deemed to be interested by Ms. Wu as she is Mr. Pan's wife;
- (ii) 69,512,565 Shares which are beneficially owned by Mr. Pan as she is his spouse;
- (iii) 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 descendents, 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 descendents, as beneficiaries of the Pan 2005 Exempt Trust dated 10th May, 2005. One child of Mr. Pan and Ms. Wu is over and another is under the age of 18.

Mr. Koh Boon Hwee ("Mr. Koh"), aged 60, is the Chairman of the Board and an independent non-executive Director. Mr. Koh has been appointed to the Board since November 2004. He is also the chairman of the remuneration committee and a member of the audit committee of the Company. 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 of Sunningdale Tech Ltd., Yeo Hiap Seng Limited and Yeo Hiap Seng (Malaysia) Berhad. Mr. Koh also serves on the board of Agilent Technologies, Inc. and is a director of the Hewlett Foundation in the United States. Mr. Koh is also the chairman of the Nanyang Technological University Board of Trustees. Mr. Koh was previously chairman of DBS Group Holdings Ltd and DBS Bank 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), executive chairman of Wuthelam Holdings Pte Limited (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) of the Group. 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.

Mr. Koh has renewed a letter of appointment with the Company for a term from 16 April 2011 until the conclusion of annual general meeting to be held in 2013. He is entitled to the director's fee of US\$60,000 per year 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. Such director's fee is subject to Shareholders' approval at the annual general meeting.

The interests of Mr. Koh in the Shares (within the meaning of Division 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
Mr. Koh	beneficial owner/ personal interest	1,307,562	0.11%

Save as disclosed in this circular, as at the Latest Practicable Date, none of the retiring Directors had any interests or short positions in the Shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would be required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, including interests and short position which they are deemed to have under such provisions of the SFO, or which would be required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers in the Listing Rules.

Saved 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



AAC ACOUSTIC TECHNOLOGIES HOLDINGS INC.

瑞聲聲學科技控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2018)

NOTICE IS HEREBY GIVEN that the annual general meeting of AAC Acoustic Technologies Holdings Inc. (the “Company”) will be held at 10:30 a.m. on Saturday, 21 May 2011 at Bowen Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, 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 2010.
2. To approve a final dividend for the year ended 31 December 2010.
3. To re-elect directors of the Company (the “Directors”) and to authorize the board of Directors to fix their remuneration.
4. To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorize the board of Directors to fix their remuneration.

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

ORDINARY RESOLUTIONS

5. **“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;
 - (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;

* for identification purpose only

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(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;
- (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; and
- (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. **“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;
- (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

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(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;
- (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; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

7. “**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.”

SPECIAL RESOLUTION

8. “**THAT**, subject to and conditional upon approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “AAC ACOUSTIC TECHNOLOGIES HOLDINGS INC.” to “AAC TECHNOLOGIES HOLDINGS INC.” and the Chinese name of the Company be changed from “瑞聲聲學科技控股有限公司” (which was previously adopted by the Company for identification purpose) to “瑞聲科技控股有限公司”, and **THAT** the directors of the Company be and are hereby authorised to do all such acts and things and execute all documents that they consider necessary or expedient to give effect to the change of the Company name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

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

Hong Kong, 15 April 2011

NOTICE OF ANNUAL GENERAL MEETING

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

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 (if he is the holder of two or more shares) 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 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) The register of members of the Company will be closed from 17 May 2011 to 21 May 2011, both days inclusive, during which period no transfers of shares shall be effected. In order to qualify for the proposed final dividend and attending the forthcoming annual general meeting, all transfers of shares accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 16 May 2011.
- (4) 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.