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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: 02018)**

**VOLUNTARY ANNOUNCEMENT**

**PLACING OF EXISTING SHARES  
BY SUBSTANTIAL SHAREHOLDERS**

The Board announces that it had been informed that JPM Trust Co and Ms Wu had entered into the Placing Deed with the Placing Agent pursuant to which JPM Trust Co and Ms Wu agreed to sell 20,000,000 Shares and 25,000,000 Shares respectively (representing approximately 1.63% and approximately 2.04% of the issued share capital of the Company as at the date of the Placing Deed respectively) and the Placing Agent agreed to, on a best effort basis, procure purchasers to acquire such Shares. Both JPM Trust Co and Ms Wu are substantial shareholders of the Company and Ms Wu is also a non-executive director of the Company.

The Board was also informed that each of JPM Trust Co and Ms Wu has undertaken to the Placing Agent that (except for the sale of the Shares pursuant to the Placing Deed) for a period of three months from the date of completion of the Placing, it will not and will procure that none of its nominees, companies controlled by it and trusts associated with it (whether individually or together and whether directly or indirectly) and affiliates (other than, in the case of JPM Trust Co, the Placing Agent) will, and Ms Wu will procure that Mr Benjamin Zhengmin Pan will not, (i) offer, lend, pledge, issue, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, or otherwise transfer or dispose of (either conditionally or unconditionally, or directly or indirectly, or otherwise) any Shares or any interests therein beneficially owned or held by it or any securities convertible into or exercisable or exchangeable for or substantially similar to any such Shares or interests or (ii) enter into any swap or similar agreement that transfers, in whole or in part, the economic risk of ownership of such Shares, whether any such transaction described in (i) or (ii) above is to be settled by delivery of Shares or such other securities, in cash or otherwise or (iii) announce any intention to enter into or effect any such transaction described in (i) or (ii) above, unless with the prior written consent of the Placing Agent (which consent shall not be unreasonably

withheld or delayed).

Completion of the Placing is expected to take place on 10 September 2010. As at the date of the Placing Deed, JPM Trust Co and Ms Wu holds approximately 10.78% and approximately 26.13% respectively of the issued share capital of the Company. Immediately after completion of the Placing and assuming that there is no change in the number of issued Shares and a total of 45,000,000 Shares have been placed, JPM Trust Co and Ms Wu will hold approximately 9.15% and approximately 24.09% respectively of the issued share capital of the Company.

The Board does not expect the Placing to have any material impact on the business and operations of the Company and its subsidiaries.

## DEFINITIONS

In this announcement, the following expressions have the following meanings unless the context requires otherwise:-

“Board”	the board of directors of the Company
“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 of Hong Kong limited
“JPM Trust Co”	J.P. Morgan Trust Company of Delaware in its capacity as trustee of the Pan 2005 Irrevocable Trust, being a trust established for the benefit of the descendents of Mr Benjamin Zhengmin Pan and Ms Wu
“Ms Wu”	Ms Ingrid Chunyuan Wu
“Placing”	the placing of in aggregate 45,000,000 Shares pursuant to the Placing Deed
“Placing Agent”	J.P. Morgan Securities (Asia Pacific) Limited
“Placing Deed”	the share placement deed dated 7 September 2010 entered into by JPM Trust Co and Ms Wu as vendors and the Placing Agent as placing agent in relation to the Placing
“Shares”	shares of US\$0.01 in the Company

By Order of the board of Directors  
**AAC Acoustic Technologies Holdings Inc.**  
*Mok Joe Kuen Richard*  
*Executive Director*

Hong Kong, 8 September 2010

*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.*

*\* For identification purpose only*