
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.

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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)

**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 “2015 AGM”) to be held at 10:00 a.m. on Monday, 18th May 2015 at Gloucester Room, 2/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 2015 AGM is set out on pages 16 to 20 of this circular. Whether or not you are able to attend the 2015 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 2015 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the 2015 AGM or any adjournment thereof should you so wish.

Hong Kong, 16th April 2015

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
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	6
7. Listing Rules Requirement	7
8. Recommendation	7
9. Arrangements under Adverse Weather Conditions	7
Appendix I – Explanatory Statement of the Share Repurchase Mandate	9
Appendix II – Details of the Retiring Directors	12
Notice of Annual General Meeting	16

DEFINITIONS

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

“2014 AGM”	the last annual general meeting of the Company held on 23rd May, 2014;
“2015 AGM”	the annual general meeting of the Company to be held at 10:00 a.m. on Monday, 18th May 2015 at Gloucester Room, 2/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 2015 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”	9th April 2015, 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;

DEFINITIONS

“Shareholder(s)”	holder(s) of Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs 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:
Century Yard, Cricket Square
Hutchins Drive
P.O. Box 2681, George Town
Grand Cayman KY1-1111
Cayman Islands

Principal place of business

in Hong Kong:
Unit 2003, 20th Floor
100 Queen's Road Central
Central, Hong Kong

Hong Kong, 16th April 2015

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 2015 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

For enhancing corporate governance, the Directors proposed to reduce the standard limit of Issue Mandate to be approved by Shareholders at the 2015 AGM from 20% to 10% and to include a condition that issue of Shares for cash consideration pursuant to the Issue Mandate should not be made at a discount of more than 10%. Details of the Issue Mandate are set out in the section headed “General Mandate to Issue Shares” below.

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 2014 AGM, an ordinary resolution was passed by the Shareholders granting the existing issue mandate to the Directors to issue Shares representing not more than 20% of the aggregate nominal amount of the issued share capital of the Company at the date of such resolution. Such mandate will lapse at the conclusion of the 2015 AGM.

An ordinary resolution will be proposed at the 2015 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 pursuant to rights issue or exercise of the subscription rights under the share option scheme of the Company or an issue of shares as scrip dividends pursuant to the memorandum and articles of association of the Company, additional Shares with an aggregate number not exceeding 10% of the total number of issued Shares of the Company at the date of the passing of such resolution (instead of 20% of aggregate nominal amount of the issued share capital of the Company in the existing issue mandate approved at the 2014 AGM). Besides, where Shares are issued under the Issue Mandate for cash consideration, they shall not be issued at a discount of more than 10% to the average closing price of the Shares in the 5 consecutive trading days immediately prior to the earlier of (i) the date of announcement of the proposed issue of Shares; and (ii) the date of the agreement involving the proposed issue of Shares.

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 122,800,000 Shares (being 10% of the number of the Shares in issue as at the Latest Practicable Date). 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 2014 AGM, an ordinary resolution was passed by the Shareholders granting the existing repurchase mandate to the Directors to repurchase Shares representing not more than 10% of the aggregate nominal amount of the issued share capital of the Company at the date of such resolution to the Company. Such mandate will lapse at the conclusion of the 2015 AGM.

LETTER FROM THE BOARD

An ordinary resolution will be proposed at the 2015 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 total number of issued Shares 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.

4. EXTENSION OF GENERAL MANDATE TO ISSUE SHARES

At the 2014 AGM, an ordinary resolution was passed by the Shareholders to extend the existing issue mandate granted to the Directors by an amount representing the aggregate nominal amount of Shares repurchased by the Company pursuant to the existing repurchase mandate.

At the 2015 AGM, an ordinary resolution will be proposed to extend, conditional upon the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, the Issue Mandate by the number representing the aggregate number of the Shares repurchased by the Company pursuant to the Repurchase Mandate. Where the Shares so issued pursuant to this extension of the Issue Mandate are for cash consideration, it will also subject to the same restriction (which is not included in the extension of the existing issue mandate approved at the 2014 AGM) on issue of Shares at discount of not more than 10% to the average closing price of the Shares in the 5 consecutive trading days immediately prior to the earlier of (i) the date of announcement of the proposed issue of Shares; and (ii) the date of the agreement involving the proposed issue of Shares.

5. RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 87 of the Articles of Association, Mr. Benjamin Zhengmin Pan, Mr. Koh Boon Hwee and Ms. Chang Carmen I-Hua will retire from office by rotation, and being eligible, offers themselves for re-election at the 2015 AGM.

Pursuant to Code Provision A.4.3 of the Corporate Governance Code set out in Appendix 14 to the Listing Rules, if an independent non-executive director serves more than 9 years, his further appointment should be subject to a separate resolution to be approved by shareholders, and the papers to shareholders accompanying that resolution should include the reasons why the board believes he is still independent and should be re-elected.

LETTER FROM THE BOARD

Mr. Koh Boon Hwee (“Mr. Koh”) was appointed as an independent non-executive Director (“INED”) of the Company on 9th November 2004. He has served the Company for more than 10 years as of the Latest Practicable Date and will retire by rotation at the 2015 AGM. The Board intends to further appoint Mr. Koh as Chairman and an INED. During his tenure of office over the past 10 years, Mr. Koh has been able to fulfill all the requirements regarding independence of an INED and provide annual confirmation of independence to the Company under Rule 3.13 of the Listing Rules. To the best knowledge of the Directors, as of the Latest Practicable Date, the Company is not aware of any foreseeable events that may occur and affect the independence of Mr. Koh in the near future. Hence, the Board believes that Mr. Koh is and will continue to be independent to the Company unless unexpected circumstances arise in the future. The Company will continue to review the independence of Mr. Koh annually and take all appropriate measures to ensure compliance of relevant provisions regarding independence of INED in the Listing Rules.

On the other hand, during his tenure of office, Mr. Koh had performed his duties as Chairman and an INED to the satisfaction of the Board. Through exercising the scrutinizing and monitoring function of Chairman and an INED, he had contributed to an upright and efficient Board for the interest of Shareholders. In view of the above, the Board considers that the re-election of Mr. Koh as Chairman and an INED is beneficial to the Board, the Company and the Shareholders as a whole. Pursuant to the requirement of the Listing Rules, a separate ordinary resolution will be proposed at the 2015 AGM to approve the re-election of Mr. Koh as Chairman and an INED of the Company.

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 2015 AGM is set out on pages 16 to 20 of this circular. At the 2015 AGM, resolutions will be proposed to approve, inter alia, the proposed final dividend for the year ended 31st December 2014, 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, etc.

A form of proxy for use at the 2015 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.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 2015 AGM or adjourned meeting. The completion and return of the form of proxy will not preclude any Shareholder from attending and voting at the 2015 AGM if so wished.

LETTER FROM THE BOARD

For determining the entitlement to attend and vote at the 2015 AGM, the register of members of the Company will be closed from Thursday, 14th May 2015 to Monday, 18th May 2015, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the 2015 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 Wednesday, 13th May 2015.

For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Friday, 22nd May 2015 to Wednesday, 27th May 2015, 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 Thursday, 21st May 2015.

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 the 2015 AGM will be put to the vote at the 2015 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 2015 AGM on pages 16 to 20 of this circular.

9. ARRANGEMENTS UNDER ADVERSE WEATHER CONDITIONS

Shareholders should note that the 2015 AGM will be held as scheduled when amber or red rainstorm warning signal is in force. In the event that typhoon signal no. 8 (or above) or "black" rainstorm warning is hoisted on the day and before the time of the 2015 AGM, Shareholders may call the 2015 AGM hotline (852) 2114-4319 / 2864-4890 for arrangement of holding the 2015 AGM under such adverse weather condition. This 2015 AGM hotline is restricted to be used for the enquiries of bad weather arrangement only.

LETTER FROM THE BOARD

Shareholders should make their own decision as to whether they would attend the 2015 AGM under bad weather conditions bearing in mind their own situations and if they should choose to do so, they are advised to exercise care and caution.

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 2015 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 number of the Shares in issue as at the Latest Practicable Date) during the period up to the next annual general meeting in 2016 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 31st December 2014, 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 close 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 core 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 (i) 51,439,440 Shares which are beneficially owned by Silver Island Limited, a company 100% owned by Mr. Pan, (ii) 262,820,525 Shares which beneficially owned by Ms. Ingrid Chunyuan Wu ("Ms. Wu"), the wife of Mr. Pan, and (iii) 106,806,278 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 (i) 120,952,005 Shares which are owned by Mr. Pan, the husband of Ms. Wu, and (ii) 106,806,278 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 495,317,652 Shares representing approximately 40.34% 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 and their associates 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>
2014		
April	45.00	39.65
May	45.90	40.15
June	52.85	45.75
July	54.50	45.60
August	50.65	44.80
September	52.15	43.80
October	46.70	41.25
November	47.75	42.50
December	45.65	39.60
2015		
January	50.15	40.55
February	53.20	47.60
March	54.85	43.75
April (up to the Latest Practicable Date)	60.00	48.00

The following sets out the details of the Directors who will retire and, being eligible, offer themselves for re-election at the 2015 AGM pursuant to the Articles of Association:

BIOGRAPHICAL INFORMATION

Mr. Benjamin Zhengmin Pan (“**Mr. Pan**”), aged 46, is an executive Director and Chief Executive Officer (“CEO”) of the Company. Mr. Pan co-founded the Group in 1993. Mr. Pan is responsible for providing strategic direction and leadership and for developing and implementing the Group’s strategic objectives and business plans. Specifically, Mr. Pan is responsible for overseeing the coordination between sales and marketing, research and development, manufacturing, and other functions including quality assurance, finance and human resources. Mr. Pan has been instrumental in spearheading the Group’s expansion outside the PRC. In 1996, he co-founded and was appointed President and CEO of American Audio Component Inc. (“AAC U.S.”). Mr. Pan also co-founded Shenzhen Meiou Electronics Corporation (“Shenzhen Meiou”) in 1998 and American Audio Components (Changzhou) Co., Ltd. (“Changzhou AAC”) in 2000. In addition to his experience in sales and marketing, manufacturing and management, he has also been instrumental in leading our research and development strategy, and has developed a number of patents used in the design and manufacturing of our polyphonic speakers, miniature receivers, transducers and Electret Condenser Microphones. Mr. Pan graduated from the 江蘇省武進師範學校 (Jiangsu Province Wujin Teacher School) in 1987. Mr. Pan is the spouse of Ms. Ingrid Chunyuan Wu (“Ms. Wu”), the non-executive Director and a substantial Shareholder of the Company.

Save as aforesaid, Mr. Pan does not have any relationships with other Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules) of the Group and 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 but he has directorship in a number of subsidiaries of the Company.

Mr. Pan has entered into a letter of appointment with the Company for a term commencing from 23rd May 2014 until the conclusion of the 2017 annual general meeting of the Company. He is subject to retirement by rotation and re-election in accordance with the Articles of Association. Currently, he is entitled to a basic salary of approximately US\$635,000 per year, paid monthly in arrears, and it is proposed that he will receive an increase to approximately US\$700,000 per year from 1st July 2015 which is determined upon negotiation between Mr. Pan 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 which is subject to review periodically as determined by the Company.

The interests of Mr. Pan in the Shares (within the meaning of Divisions 7 and 8 of Part XV of the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)) (the “SFO”) as at the Latest Practicable Date are as follows:

Name of Director	Capacity/Nature of Interest	Number of Ordinary Shares	Approximate percentage of shareholding
Mr. Pan	Beneficial owner/interest of spouse and child under 18/interest of controlled corporation/personal, family and corporate interest	495,317,652 (Note)	40.34%

Note:

Mr. Pan beneficially owns 69,512,565 shares. In addition, Mr. Pan is deemed or taken 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 wholly-owned by Mr. Pan;
- (ii) 262,820,525 shares which are beneficially owned by Ms. Wu and as Ms. Wu is his spouse, he is deemed to be interested in such 262,820,525 shares; and
- (iii) 117,114,002 shares representing the aggregate of (a) 106,806,278 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 64, 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 9th 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 (executive) of Sunningdale Tech Ltd and Chairman (non-executive) of Yeo Hiap Seng Limited and Far East Orchard Ltd (all publicly-listed in Singapore). 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) 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 entered into a letter of appointment with the Company for a term commencing from 23rd May 2013 until the conclusion of the 2015 AGM. The Company will enter a fresh letter of appointment with Mr. Koh after the conclusion of 2015 AGM for a further term commencing from 18th May 2015 until the conclusion of 2017 annual general meeting. He is subject to retirement by rotation and re-election in accordance with the Articles of Association. He is entitled to the director's fee of US\$120,750 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. His 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 Divisions 7 and 8 of Part XV of the SFO) as at the Latest Practicable Date are as follows:

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

Ms. Chang Carmen I-Hua (“**Ms. Chang**”), aged 67, 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. She was appointed as an independent non-executive director of Semiconductor Manufacturing International Corporation on 1st September 2014, a company listed in Hong Kong and USA. Ms. Chang is a partner at New Enterprise Associates (“NEA”), a U.S. venture fund, and serves as its Managing Director, Asia (ex-India). Prior to joining NEA, Ms. Chang was a U.S. corporate and securities lawyer and was involved in many of the seminal technology transactions and companies in China, including the first foreign investments in China Netcom, Baidu and other companies and in numerous other capital markets and merger and acquisition transactions involving Lenovo, Foxconn, Google, Tencent, Netease, CEC, China Mobile, Spreadtrum, SMIC and others.

In addition, Ms. Chang is an affiliate of the Center for 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 is a graduate of Stanford Law School and also holds a Master’s Degree in Modern Chinese History from Stanford University.

Ms. Chang 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. 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. She does not have any interest in the Shares within the meaning of Division 7 and 8 of Part XV of the SFO.

Ms. Chang has entered into a letter of appointment with the Company for a term commencing from 23rd May 2013 until the conclusion of the 2015 AGM. The Company will enter a fresh letter of appointment with Ms. Chang after the conclusion of 2015 AGM for a further term commencing from 18th May 2015 until the conclusion of 2017 annual general meeting. She is subject to retirement by rotation and re-election in accordance with the Articles of Association. She is entitled to the director’s fee of US\$46,000 per year 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 annual general meeting.

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 10:00 a.m. on Monday, 18th May 2015 at Gloucester Room, 2/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 31st December 2014.
2. To approve a final dividend of HK0.71 per ordinary share for the year ended 31st December 2014.
3.
 - (a) To re-elect Mr. Benjamin Zhengmin Pan as executive director of the Company.
 - (b) To re-elect Mr. Koh Boon Hwee (who has served as an independent non-executive of the Company for more than 9 years) 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 the fees of directors for the year ended 31st December 2015.
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.

NOTICE OF ANNUAL GENERAL MEETING

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;
- (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 number of shares 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 10% of the total number of issued shares of the Company as at the date of this resolution provided that (i) where the shares are issued for cash consideration, they shall not be issued at a discount of more than 10% to the average closing price of such shares in the 5 consecutive trading days immediately prior to the earlier of the date of announcement of the proposed issue of shares and the date of the agreement involving the proposed issue of shares; and (ii) if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares that may be issued pursuant to the approval in paragraph (a) above as a percentage of the total number of issued shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares shall be adjusted 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.

NOTICE OF ANNUAL 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;
- (b) the aggregate number 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 total number of shares of the Company in issue as at the date of this resolution provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares that may be purchased pursuant to the approval in paragraph (a) above as a percentage of the total number of issued shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares shall be adjusted 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.”

NOTICE OF ANNUAL 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 number of shares 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 total number 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, 16th April 2015

*Principal place of business
in Hong Kong:*

Unit 2003, 20th Floor
100 Queen’s Road Central
Central, Hong Kong

Registered office

in the Cayman Islands:

Century Yard, Cricket Square
Hutchins Drive
P.O. Box 2681, George Town
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 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 Thursday, 14th May 2015 to Monday, 18th May 2015, 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 Wednesday, 13th May 2015.
- (4) For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Friday, 22nd May 2015 to Wednesday, 27th May 2015, 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 Thursday, 21st May 2015.

NOTICE OF ANNUAL GENERAL MEETING

- (5) Shareholders should note that the meeting will be held as scheduled when amber or red rainstorm warning signal is in force. In the event that typhoon signal no. 8 (or above) or “black” rainstorm warning is hoisted on the day and before the time of the 2015 AGM, Shareholders may call the 2015 AGM hotline (852) 2114-4319 / 2864-4890 for arrangement of holding the 2015 AGM under such adverse weather condition. This 2015 AGM hotline is restricted to be used for the enquiries of bad weather arrangement only.

Shareholders should make their own decision as to whether they would attend the meeting under bad weather conditions bearing in mind their own situations and if they should choose to do so, they are advised to exercise care and caution.

- (6) 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.