



# AAC ACOUSTIC TECHNOLOGIES HOLDINGS INC.

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2018)

## FORM OF PROXY FOR ANNUAL GENERAL MEETING (OR ANY ADJOURNMENT THEREOF)

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ ordinary shares of US\$0.01 each in the capital of AAC ACOUSTIC TECHNOLOGIES HOLDINGS INC. (the "Company") HEREBY APPOINT<sup>(Note 3)</sup> the Chairman of the Meeting, or failing him \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting (or at any adjournment thereof) of the Company to be held at Room Everest, Pacific Place Conference Centre, 5/F., One Pacific Place, 88 Queensway, Hong Kong on Friday, 22 May 2009 at 10:00 a.m. in respect of the undermentioned resolutions as indicated below, or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2008.		
2.	To approve a final dividend for the year ended 31 December 2008.		
3.	(a) (i) To re-elect Ms. Ingrid Chunyuan Wu as a non-executive director.		
	(ii) To re-elect Mr. Mok Joe Kuen Richard as an independent non-executive director.		
	(b) To authorize the board of directors to fix the remuneration of the directors of the Company (the "Directors").		
4.	To re-appoint auditors and to authorize the board of Directors to fix their remuneration.		
5.	To grant a general unconditional mandate to the Directors to allot, issue and deal with additional shares in the Company.		
6.	To grant a general unconditional mandate to the Directors to repurchase shares in the Company.		
7.	To extend the general mandate granted to the Directors to allot, issue and deal with the Company's shares by the amount of shares repurchased.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2009 Signature<sup>(Note 5)</sup>: \_\_\_\_\_

Notes:

1. Full name(s) and address(es) (as shown in the register of members) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of ordinary shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, delete the words "the Chairman of the Meeting" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of any officer or attorney or other person duly authorised.
6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
7. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Hong Kong branch share registrar, Investor Communications Centre of Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the said Meeting or any adjourned meeting.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.