

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 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 10:00 a.m. on Saturday, 22 May 2010 at Bowen Room, Level 7, Conrad Hotel, 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

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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 10:00 a.m. on Saturday, 22 May 2010 at Bowen Room, Level 7, Conrad Hotel, 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”	19 April 2010, 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);

DEFINITIONS

“Share(s)”	ordinary share(s) of US\$0.01 each in the share capital of the Company;
“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 Repurchases approved by the Securities and Futures Commission as amended from time to time; and
“%”	per cent.



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 Directors:

Ms. Ingrid Chunyuan Wu

Mr. Pei Kang

Independent Non-executive Directors:

Mr. Koh Boon Hwee (*Chairman*)

Mr. Poon Chung Yin Joseph

Dato' Tan Bian Ee

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

22 April 2010

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 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.

* *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 2009, 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 2009, 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. Benjamin Zhengmin Pan and Mr. Pei Kang will retire from office by rotation, and being eligible, Mr. Benjamin Zhengmin Pan offers himself for re-election at the AGM while Mr. Pei Kang will not offer himself for re-election at the AGM due to the reason that he would like to devote more time to pursue his other business interests.

In accordance with article 86(3) of the Articles of Association, Mr. Poon Chung Yin Joseph and Dato' Tan Bian Ee shall hold office until the AGM, and being eligible 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. 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 Repurchase Mandate and the extension of the Issue Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate and the re-election of retiring Directors.

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 notarially certified copy of that power of 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

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

8. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

9. 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 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 2011 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 2009, 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 (2004 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 taken to be interested in 51,439,440 Shares which are beneficially owned by Silver Island Limited, a company 100% owned by Mr. Pan, 320,820,525 Shares which beneficially owned by Ms. Ingrid Chunyuan Wu ("Ms. Wu"), the wife of Mr. Pan, and, 132,375,158 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 320,820,525 Shares. Ms. Wu is taken to be interested in 69,512,565 Shares which are owned by Mr. Pan, the husband of Ms. Wu, and, 132,375,158 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 578,886,532 Shares representing approximately 47.14% 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 52.38% 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 HK\$	Lowest HK\$
2009		
April	4.68	3.60
May	6.77	4.20
June	7.00	5.15
July	8.10	5.66
August	7.60	6.33
September	9.00	6.37
October	10.22	8.04
November	11.70	9.04
December	12.90	10.74
2010		
January	14.60	11.22
February	14.06	11.58
March	13.90	11.82
April (up to the Latest Practicable Date)	15.44	12.52

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. Benjamin Zhengmin Pan (“Mr. Pan”), aged 41, is an executive Director and chief executive officer 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 Chief Executive Officer of American Audio Component Inc.. Mr. Pan also co-founded Shenzhen Meiou Electronics Corporation in 1998 and American Audio Components (Changzhou) Co., Ltd. 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, the non-executive Director and a substantial Shareholder.

Save as disclosed above, 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. Save as aforesaid, Mr. Pan 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 service agreement with the Company for a term of three years commencing from 15th July 2008, which continues thereafter until terminated by either party 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 US\$200,000 per year (which is covered in the service agreement) and will be paid monthly in arrears 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 SFO), were 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 children under 18	578,886,532 (Note)	47.14%

Note:

Mr. Pan beneficially owns 69,512,565 shares. Mr. Pan is also 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 100% owned by Mr. Pan;
- (ii) 320,820,525 Shares which are beneficially owned by Ms. Wu as Mr. Pan is her spouse;
- (iii) 132,375,158 Shares which are deemed to be beneficially owned by Mr. Pan and Ms. Wu's descendents, as beneficiaries of the Pan 2005 Irrevocable Trust dated 10th May, 2005. One child of Mr. Pan and Ms. Wu is over and another is under the age of 18; and
- (iv) 4,738,844 Shares which are deemed to be beneficially owned 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.

Dato' Tan Bian Ee ("Dato' Tan"), aged 63, was appointed as an independent non-executive Director, the chairman of the nomination committee and a member of the remuneration committee of the Company on 11th September, 2009. He is also a director of Singapore Airlines Engineering Company, a company listed on the Singapore Stock Exchange since 2004. Dato' Tan was the chief operating officer of Avago Technologies and Worldwide Sales and Global Operations prior to his retirement in February 2009. He joined Hewlett-Packard in 1973 and was promoted to Hewlett-Packard Malaysia Managing Director in 1989. He was then appointed as the President of Agilent Technologies Malaysia and Singapore in 1999 when Hewlett-Packard spun off its Semiconductor Component Operations to form Agilent Technologies Inc. Dato' Tan has been a council member in the Industrial Coordination Council under the Ministry of International Trade & Industry of Malaysia since 2000. Dato' Tan was a director of Singapore Workforce Development Agency under the Singapore Ministry of Manpower from 2004-2005. He was also the Northern Region Chairman for Young Enterprise from 2003 – 2004, a community educational programme under the auspices of the American Malaysian Chamber of Commerce and a founder member of Penang Skills Development Corporation.

Dato' Tan holds a Diploma in Medical Laboratory Technology and Management Studies, as well as a Master of Business Administration with Distinctions from the Golden Gate University. He was awarded the Pingat Kelakuan Tertinggi (Exemplary Leadership Award), Darjah Johan Negeri (DJN – Second Highest State Award) and the Darjah Setia Pangkuan Negeri which carries the title Dato' (DSPN) in 1991, 1995 and 1999 respectively from the State Government of Penang, Malaysia.

Dato' Tan 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, Dato' Tan 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.

Dato' Tan has entered into a letter of appointment with the Company for a term of two years commencing from 11th September 2009, which can be terminated by either party giving at least three months' notice in writing or such shorter period as both parties may agree. Pursuant to the Articles of Association, Dato' Tan will hold office until the AGM but shall be eligible for re-election. Thereafter, he shall be subject to retirement by rotation and re-election in accordance with the Articles of Association. Dato' Tan is entitled to a director's fee of US\$30,000 per year (which is covered in the letter of appointment) or such other sum as the Company may from time to time decide, which is determined upon negotiation between Dato' Tan 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.

Mr. Poon Chung Yin Joseph ("Mr. Poon"), aged 55, was appointed as an independent non-executive Director, the chairman of the audit committee and a member of the nomination committee of the Company on 5th October, 2009. He is the group managing director of a private company and an independent non-executive director of Hysan Development Company Ltd.. Mr. Poon was formerly the managing director and deputy chief executive of Hang Seng and had held several senior management posts in HSBC Group and a number of international renowned financial institutions. Mr. Poon is a member of the board of Inland Revenue of Hong Kong Special Administrative Region, a committee member of the Chinese General Chamber of Commerce and a member of the Environmental and Conservation Fund Investment Committee. Previously, he was also the chairman of Hang Seng Index Advisory Committee of Hang Seng Indexes Company Limited. Mr. Poon graduated with a Bachelor of Commerce degree from the University of Western Australia. Mr. Poon is a member of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in Australia.

Mr. Poon 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. Poon 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. Poon has entered into a letter of appointment with the Company for a term of two years commencing from 5th October 2009, which continues thereafter until terminated by either party giving at least three months' notice in writing or such shorter period as both parties may agree. Pursuant to the Articles of Association, Mr. Poon will hold office until the AGM but shall be eligible for re-election. Thereafter, he shall be 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\$45,000 per year (which is covered by

the letter of appointment) or such other sum as the Company may from time to time decide, which is determined upon negotiation between Mr. Poon 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 shall be subject to annual review by the Company.

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 or taken 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)-(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 10:00 a.m. on Saturday, 22 May 2010 at Bowen Room, Level 7, Conrad Hotel, Pacific Place, 88 Queensway, Hong Kong for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and auditor for the year ended 31 December 2009.
2. To approve a final dividend for the year ended 31 December 2009.
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 auditor of the Company and to authorize the board of Directors to fix its remuneration.

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

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*

NOTICE OF ANNUAL GENERAL MEETING

(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;

NOTICE OF ANNUAL GENERAL MEETING

(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

(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.”

By order of the Board

AAC ACOUSTIC TECHNOLOGIES HOLDINGS INC.

Koh Boon Hwee

Chairman

Hong Kong, 22 April 2010

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

NOTICE OF ANNUAL GENERAL MEETING

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, in the event of a poll, 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) The register of members of the Company will be closed from 17 May 2010 to 22 May 2010, 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 14 May 2010.
- (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; two non-executive directors, namely Ms. Ingrid Chunyuan Wu and Mr. Pei Kang; and three independent non-executive directors, namely Mr. Koh Boon Hwee, Mr. Poon Chung Yin Joseph and Dato' Tan Bian Ee.

** for identification purpose only*