



**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)**

**Form of proxy for use at the Annual General Meeting  
(or at any adjournment thereof) convened at 10:00 a.m. on Friday, the 23rd day of May, 2014**

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 the abovenamed Company, HEREBY APPOINT <sup>(Notes 3&4)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him <sup>(Notes 3&4)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him, the Chairman of the meeting as my/our proxy to act for me/us at the Annual General Meeting (or at any adjournment thereof) of the Company to be held at Statue Square, 2/F, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Central, Hong Kong on Friday, the 23rd day of May, 2014 at 10:00 a.m. and to vote on my/our behalf as directed below or, if no such direction is given, as my/our proxy thinks fit.

Ordinary Resolutions		For <sup>(Note 5)</sup>	Against <sup>(Note 5)</sup>
1.	To receive and consider the audited consolidated Financial Statements, the Directors' Report and the Independent Auditor's Report for the year ended 31st December, 2013.		
2.	To declare a final dividend of HK\$0.83 per ordinary share for the year ended 31st December, 2013.		
3.	(a) To re-elect Mr. MOK Joe Kuen Richard as Executive Director.		
	(b) To re-elect Mr. POON Chung Yin Joseph as Independent Non-Executive Director.		
	(c) To re-elect Dato' TAN Bian Ee as Independent Non-Executive Director.		
	(d) To authorize the board of Directors to fix the Directors' fees.		
4.	To re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company and authorize the board of Directors to fix their remuneration.		
5.	To grant a general mandate to the Directors to issue shares (ordinary resolution set out in item 5 of the notice of annual general meeting).		
6.	To grant a general mandate to the Directors to repurchase shares (ordinary resolution set out in item 6 of the notice of annual general meeting).		
7.	To extend the general mandate to issue new shares by addition thereto the shares repurchased by the Company (ordinary resolution set out in item 7 of the notice of annual general meeting).		

Date: this \_\_\_\_\_ day of \_\_\_\_\_ 2014

Signature <sup>(Note 6)</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of US\$0.01 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A "✓" IN THE RELEVANT BOX MARKED "AGAINST".** Failure to complete the boxes will entitle your proxy to cast his 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.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of corporation, must be either under its common seal or under the hand of an officer or attorney duly authorized.
- If more than one of the joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of the relevant shares shall alone be entitled to vote in respect thereof.
- 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 of that power or authority, 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, not less than 48 hours before the time for holding the meeting or adjourned meeting (as the case may be).
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting should you so wish. In such event, the form of proxy shall be deemed to be revoked.
- Any alteration made in this form of proxy must be initialed by the person who signs it.

**PERSONAL INFORMATION COLLECTION STATEMENT**

- "Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO").
- Your Personal Data is supplied to the Company on a voluntary basis. Failure to provide sufficient information may render the Company not able to process your instructions and/or request as stated in this proxy form.
- Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, the Share Registrar, and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for verification and record purposes.
- You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing and sent to the Personal Data Privacy Officer of the Share Registrar.