
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 “2018 AGM”) to be held at 10:00 a.m. on Monday, 28th May 2018 at Salon 4, Level 3, JW Marriott Hong Kong, Pacific Place, 88 Queensway, Hong Kong to approve the matters referred to in this circular. A notice convening the 2018 AGM is set out on pages 15 to 19 of this circular. Whether or not you are able to attend the 2018 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 2018 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the 2018 AGM or any adjournment thereof should you so wish.

Hong Kong, 23rd April 2018

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DEFINITIONS

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

“2017 AGM”	the last annual general meeting of the Company held on 24th May 2017;
“2018 AGM”	the annual general meeting of the Company to be held at 10:00 a.m. on Monday, 28th May 2018 at Salon 4, Level 3, JW Marriott Hong Kong, Pacific Place, 88 Queensway, Hong Kong to consider and, if appropriate, to approve the resolutions as set out in the notice of 2018 AGM;
“Articles of Association”	the existing articles of association of the Company;
“Board”	the board of Directors of the Company;
“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”	16th April 2018, 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. Pan Benjamin Zhengmin (*Chief Executive Officer*)
Mr. Mok Joe Kuen Richard

Non-executive Director:

Ms. Wu Ingrid Chun Yuan

Independent Non-executive Directors:

Mr. Koh Boon Hwee (*Chairman*)
Mr. Poon Chung Yin Joseph
Dato' Tan Bian Ee
Ms. Chang Carmen I-Hua
Mr. Au Siu Cheung Albert
Mr. Kwok Lam Kwong Larry

Registered office

in the Cayman Islands:
Century Yard, Cricket Square
Hutchins Drive
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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

Hong Kong, 23rd April 2018

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 2018 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.

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.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE SHARES

At the 2017 AGM, an ordinary resolution was passed by the Shareholders granting the existing issue mandate to the Directors to issue Shares not more than 10% of the total number of issued shares at the date of such resolution. Such mandate will lapse at the conclusion of the 2018 AGM.

An ordinary resolution will be proposed at the 2018 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 an issue of shares as scrip dividends pursuant to the Articles of Association, additional Shares with an aggregate number not exceeding 10% of the total number of issued Shares at the date of the passing of such resolution (instead of 20% of aggregate nominal amount of the issued Shares as allowed by the Listing Rules). 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 1,222,000,000 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 122,200,000 Shares (being 10% of the Shares in issue as at the Latest Practicable Date) and 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 2017 AGM, an ordinary resolution was passed by the Shareholders granting the existing repurchase mandate to the Directors to repurchase Shares not more than 10% of the total number of issued shares at the date of such resolution to the Company. Such mandate will lapse at the conclusion of the 2018 AGM.

An ordinary resolution will be proposed at the 2018 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 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.

LETTER FROM THE BOARD

4. EXTENSION OF GENERAL MANDATE TO ISSUE SHARES

At the 2017 AGM, an ordinary resolution was passed by the Shareholders to extend the existing issue mandate granted to the Directors by a number representing the aggregate number of Shares repurchased by the Company pursuant to the existing repurchase mandate.

At the 2018 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 provided that such extended number shall not exceed 10% of the total number of issued Shares of the Company at the date of passing the resolution for approving the Issue 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 on 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

Pursuant to article 84 of the Articles of Association, Mr. Koh Boon Hwee and Mr. Mok Joe Kuen Richard, who are Directors longest in office since their last re-election, will retire from office by rotation at the 2018 AGM and, being eligible, offer themselves for re-election. Ms. Chang Carmen I-Hua had notified the Company that she would like to devote more time to her other business commitments and engagements, she will voluntary retire at the 2018 AGM and will not seek for re-election. Ms. Chang confirmed that she has no disagreement with the Board and there is no other matter in relation to her retirement that needs to be brought to the attention of the Shareholders.

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.

Mr. Koh Boon Hwee (“Mr. Koh”) was appointed as an independent non-executive Director (“INED”) of the Company on 9th November 2004 and is the Chairman of the Board. He has served the Company for more than 13 years as of the Latest Practicable Date and will retire by rotation at the 2018 AGM. The Board intends to further appoint Mr. Koh as an INED. During his tenure of office over the past 13 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.

LETTER FROM THE BOARD

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 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 2018 AGM to approve the re-election of Mr. Koh as an INED of the Company.

In accordance with article 83(3) of the Articles of Association, Mr. Au Siu Cheung Albert and Mr. Kwok Lam Kwong Larry, being new Directors appointed after the 2017 AGM, will hold office until the 2018 AGM, and being eligible, offer themselves for re-election at the 2018 AGM.

Details of the retiring Directors, who offer themselves for re-election, as 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 2018 AGM is set out on pages 15 to 19 of this circular. At the 2018 AGM, resolutions will be proposed to approve, inter alia, the proposed final dividend for the year ended 31st December 2017, 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 2018 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.aactechologies.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 2018 AGM or adjourned meeting. The completion and return of the form of proxy will not preclude any Shareholder from attending and voting at the 2018 AGM if so wished.

For determining the entitlement to attend and vote at the 2018 AGM, the register of members of the Company will be closed from Wednesday, 23rd May 2018 to Monday, 28th May 2018, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the 2018 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 Monday, 21st May 2018.

LETTER FROM THE BOARD

For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Monday, 11th June 2018 to Wednesday, 13th June 2018, 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 Friday, 8th June 2018.

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 2018 AGM will be put to the vote at the 2018 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 2018 AGM on pages 15 to 19 of this circular.

9. ARRANGEMENTS UNDER ADVERSE WEATHER CONDITIONS

Shareholders should note that the 2018 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 2018 AGM, Shareholders may call the 2018 AGM hotline (852) 2111-8468 / 2114-4319 for arrangement of holding the 2018 AGM under such adverse weather condition. This 2018 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 2018 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 2018 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 1,222,000,000 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 122,200,000 Shares (being 10% of the Shares in issue as at the Latest Practicable Date) during the period up to the next annual general meeting in 2019 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 2017, 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 of the Cayman Islands as amended from time to time (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. Pan Benjamin Zhengmin ("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 are beneficially owned by Ms. Wu Ingrid Chun Yuan ("Ms. Wu"), the wife of Mr. Pan, and (iii) 106,806,278 Shares and 4,738,844 Shares which are held through discretionary trusts respectively under the SFO. Ms. Wu, as a non-executive Director, beneficially owns 127,991,931 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, (ii) 134,828,594 Shares which are beneficially owned by Sapphire Hill Holdings Limited, a company 100% owned by Ms. Wu and (iii) 106,806,278 Shares and 4,738,844 Shares which are held through discretionary trusts respectively under the SFO. For the purpose of the Takeovers Code, Mr. Pan and Ms. Wu and their respective associates are concert parties and are taken to have interests in a total of 495,317,652 Shares representing approximately 40.53% 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 close associates would be increased to approximately 45.04% of the issued Shares. 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 Shares.

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>
2017		
April	115.00	88.60
May	116.50	81.25
June	101.50	87.85
July	127.90	94.70
August	146.60	103.50
September	147.70	122.20
October	147.50	129.90
November	185.00	139.10
December	160.70	132.20
2018		
January	157.90	127.00
February	162.80	128.50
March	163.60	138.00
April (up to the Latest Practicable Date)	150.00	134.00

The following sets out the details of the Directors who will retire and, being eligible, offer themselves for re-election at the 2018 AGM pursuant to the Articles of Association:

BIOGRAPHICAL INFORMATION

Mr. Koh Boon Hwee (“Mr. Koh”), aged 67, 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 and risk committee. Mr. Koh has been appointed to the Board since 9 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 (non-executive) of Sunningdale Tech Ltd, (non-executive) chairs of Yeo Hiap Seng Limited and Far East Orchard Ltd (all publicly-listed in Singapore). Mr. Koh is also on the board of Agilent Technologies, Inc. (publicly-listed in the US). He is chairman (non-executive) of Rippledot 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 and at the Latest Practicable Date, 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 did 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 24th May 2017 until the conclusion of the 2019 annual general meeting of the Company. He is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Koh is currently entitled to the director’s fee of USD179,000 per year or such other sum as the Company may from time to time decide, which is determined, subject to approval/authorization granted by Shareholders at the annual general meeting, 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.

The interest 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 was 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%

Mr. Mok Joe Kuen Richard (“Mr. Mok”), aged 54, is an executive Director and responsible for the finance operations and legal and compliance of the Group. Mr. Mok joined the Group as an independent non-executive Director in April 2005 and was re-designated to executive Director in October 2009. He has 30 years of experience in the financial services industry, including employments with international accountancy firms such as KPMG, the Hong Kong-listed brokerage South China Group, Asian Capital Partners Group and the Hong Kong-listed banking group Dah Sing Financial Holdings. Mr. Mok is a member of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales. Mr. Mok held a diploma in applied psychology from Hong Kong Baptist University and graduated with a Bachelor degree of Economics from the London School of Economics and Political Science, London University.

Mr. Mok 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 and at the Latest Practicable Date, Mr. Mok 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.

Mr. Mok has entered into a letter of appointment with the Company for a term commencing from 24th May 2017 until the conclusion of the 2019 annual general meeting of the Company. He is subject to retirement by rotation and re-election in accordance with the Articles of Association. He is entitled to a basic salary of approximately HK\$2,557,500 per year and will be paid monthly in arrears which is determined upon negotiation between Mr. Mok 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 interest of Mr. Mok in the Shares (within the meaning of Divisions 7 and 8 of Part XV of the SFO), as at the Latest Practicable Date was as follows:

Name of Director	Capacity/ Nature of Interest	Number of Ordinary Shares	Approximate percentage of shareholding
Mr. Mok	Beneficial Owner	100,000	0.01%

Mr. Au Siu Cheung Albert, (“Mr. Au”), Bronze Bauhinia Star, (BBS), aged 66, was appointed as independent non-executive Director on 1 February 2018. He is currently the Special Advisor of BDO Limited. He is a non-executive director of the Securities and Futures Commission (SFC). He is also chairman of the SFC’s Audit Committee and Deputy chairman of the Budget Committee and sits on the SFC (HKEC Listing) Appeals Committee, the Investment Committee and the Remuneration Committee. Mr. Au is an independent non-executive director and the chairman of the Audit Committee of Café de Coral Holdings Limited, a company listed in Hong Kong and an independent non-executive director of Hong Kong International Theme Parks Limited. He is the chairman of the Hong Kong Trade Development Council’s Professional Services Advisory Committee.

Previously, Mr. Au was the founder and chairman of BDO Limited. Mr. Au has more than 40 years of experience in the accountancy profession. He was President of the Hong Kong Institute of Certified Public Accountants. In addition, he was chairman of the Independent Commission Against Corruption’s Corruption Prevention Advisory Committee and served as a member of its Advisory Committee on Corruption. Mr. Au was the Vice Chairman of the Hong Kong Coalition of Professional Services Limited. He was a member of the Air Transport Licensing Authority, the Federation of Hong Kong Industries General Committee, the Hong Kong Productivity Council where he was also Audit Committee chairman, and the Hong Kong Housing Authority.

Mr. Au is a Fellow of the Hong Kong Institute of Certified Public Accountants (HKICPA) and a member of the Canadian Institute of Chartered Accountants.

Mr. Au has entered into a letter of appointment with the Company for a term commencing from 1 February 2018 up to the conclusion of the annual general meeting in 2020 (the “2020 AGM”). He is subject to retirement and re-election at the next following annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation and re-election at least once every three years in accordance with the Articles of Association. Mr. Au is entitled to a director’s fee of US\$60,000 per annum (or a pro rata amount for the duration of his directorship for an incomplete year) which was determined by the Board, based on the recommendations of the remuneration committee of the Company and subject to approval/authorization granted by the Shareholders at the annual general meeting, with reference to his duties and responsibilities with the Company and the prevailing market rate for his position as an independent non-executive Director.

Mr. Au 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 and at the Latest Practicable Date, Mr. Au 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 did not hold any other position in the Group.

Mr. Kwok Lam Kwong Larry (“Mr. Kwok”), Silver Bauhinia Star (SBS), Justice of the Peace (JP), aged 62, was appointed as independent non-executive Director on 1 February 2018. He is currently an independent non-executive director of Café de Coral Holdings Limited. He is also an independent non-executive director of Shenwan Hongyuan (H.K.) Limited and Starlite Holdings Limited and a non-executive director of First Shanghai Investments Limited. Previously, Mr. Kwok was an independent non-executive director of Pacific Andes International Holdings Limited and Qianhai Health Holdings Limited. All companies are listed in Hong Kong.

Mr. Kwok is a practicing solicitor in Hong Kong, and is a Partner of Kwok Yih & Chan, Solicitors. He is also qualified to practice as a solicitor in Australia, England and Wales and Singapore. Mr. Kwok is a fellow member of the Hong Kong Institute of Certified Public Accountants, CPA Australia and The Institute of Chartered Accountants in England and Wales. Mr. Kwok graduated from the University of Sydney, Australia with Bachelor’s Degrees in Economics and Laws respectively and a Master’s Degree in Laws. He also obtained the Advanced Management Program Diploma from the Harvard Business School.

Mr. Kwok has entered into a letter of appointment with the Company for a term commencing from 1 February 2018 up to the conclusion of the 2020 AGM. He is subject to retirement and re-election at the next following annual general meeting of the Company after his appointment and thereafter subject to retirement by rotation and re-election at least once every three years in accordance with the Articles of Association. Mr. Kwok is entitled to a director’s fee of USD60,000 per annum (or a pro rata amount for the duration of his directorship for an incomplete year) which was determined by the Board, based on the recommendations of the remuneration committee of the Company and subject to approval/authorization granted by the Shareholders at the annual general meeting, with reference to his duties and responsibilities with the Company and the prevailing market rate for his position as an independent non-executive Director.

Mr. Kwok 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 and at the Latest Practicable Date, Mr. Kwok 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 did not hold any other position in the Group.

Save as disclosed in this circular, and at the Latest Practicable Date, none of the above 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 were 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 set out in Appendix 10 to the Listing Rules.

Save as disclosed above, there are no other matters in relation to the re-election of each of the above retiring Directors that need to be brought to the attention of the Shareholders and there is no information relating to all the above 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, 28th May 2018 (the “2018 AGM”) at Salon 4, Level 3, JW Marriott Hong Kong, Pacific Place, 88 Queensway, 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 2017.
2. To approve a final dividend of HK\$1.70 per share for the year ended 31st December 2017.
3.
 - (a) To re-elect Mr. Koh Boon Hwee (who has served as an independent non-executive Director of the Company for more than 9 years) as independent non-executive Director of the Company.
 - (b) To re-elect Mr. Mok Joe Kuen Richard as executive Director of the Company.
 - (c) To re-elect Mr. Au Siu Cheung Albert as independent non-executive Director of the Company.
 - (d) To re-elect Mr. Kwok Lam Kwong Larry as independent non-executive Director of the Company.
 - (e) To authorize the board of directors of the Company to fix the fees of Directors for the year ending 31st December 2018.
4. To re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.
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;

NOTICE OF ANNUAL GENERAL MEETING

- (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) an issue of shares as scrip dividends pursuant to the 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.

“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).”

NOTICE OF ANNUAL GENERAL MEETING

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 purchased 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 of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution no. 5 above (such total number to be subject to adjustment in the case of any consolidation or subdivision of any or all of the Shares into a smaller or larger number of Shares respectively after passing of this resolution).”

By order of the Board
AAC TECHNOLOGIES HOLDINGS INC.
Koh Boon Hwee
Chairman

Hong Kong, 23rd April 2018

*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:*
Century Yard, Cricket Square
Hutchins Drive
P.O. Box 2681, George Town,
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 proxy 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 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 2018 AGM, the register of members of the Company will be closed from Wednesday, 23rd May 2018 to Monday, 28th May 2018, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the 2018 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 Monday, 21st May 2018.
- (4) For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Monday, 11th June 2018 to Wednesday, 13th June 2018, 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 Friday, 8th June 2018.
- (5) Shareholders of the Company 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 2018 AGM, shareholders of the Company may call the 2018 AGM hotline (852) 2111-8468 / 2114-4319 for arrangement of holding the 2018 AGM under such adverse weather condition. This 2018 AGM hotline is restricted to be used for the enquiries of bad weather arrangement only.

Shareholders of the Company 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. Pan Benjamin Zhengmin and Mr. Mok Joe Kuen Richard; one non-executive director, namely Ms. Wu Ingrid Chun Yuan; and six independent non-executive directors, namely Mr. Koh Boon Hwee, Mr. Poon Chung Yin Joseph, Dato' Tan Bian Ee, Ms. Chang Carmen I-Hua, Mr. Au Siu Cheung Albert and Mr. Kwok Lam Kwong Larry.