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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 : 2018)

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of AAC Technologies Holdings Inc. (the “Company”) will be held at 2:30 p.m. on Thursday, 23 May 2024 (the “2024 AGM”) at Victoria & Edinburgh Room, 2/F, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong for the following purposes:

### **ORDINARY RESOLUTIONS**

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 31 December 2023.
2. To approve a final dividend of HK\$0.10 per share for the year ended 31 December 2023.
3.
  - (a) To re-elect Mr. Peng Zhiyuan as independent non-executive director of the Company.
  - (b) To re-elect Ms. Wu Ingrid Chun Yuan as non-executive director of the Company.
  - (c) To authorize the board of directors of the Company to fix the fees of directors for the year ending 31 December 2024.
4. To re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company and to authorize the audit and risk committee of the Company to fix their remuneration.

5. To consider, and if thought fit, pass the following 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 (and/or, on or after the Effective Date, resell the Treasury Shares) in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of (i) shares allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and (ii) on or after the Effective Date, the Treasury Shares resold 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 passing this resolution provided that:
  - (I) where the shares are issued (or where the Treasury Shares are resold off-market) for cash consideration, they shall not be issued or resold at a discount of more than 10% to the benchmarked price of the Shares being the higher of:
    - (i) the closing price of the Shares on the date of the agreement involving the proposed issue of Shares (and/or after the Effective Date, the proposed resale of Treasury Shares) under the Issue Mandate; and

- (ii) the average closing price of such shares in the 5 trading days immediately prior to the earlier of:
    - (x) the date of announcement of the proposed issue of shares (and/or, on or after the Effective Date, the proposed resale of Treasury Shares);
    - (y) the date of the agreement involving the proposed issue of shares (and/or, on or after the Effective Date, the proposed resale of Treasury Shares); and
    - (z) the date on which the price of Shares proposed to be issued (and/or, on or after the Effective Date, Treasury Shares proposed to be resold) is fixed;
  - (II) in the case of a resale of Treasury Shares on the Stock Exchange on or after the Effective Date, they shall not be resold at a discount of more than 10% to the benchmarked price of the Shares being the higher of (i) the closing price on the trading day immediately prior to the resale and (ii) the average closing price in the 5 trading days immediately prior to the resale; and
  - (III) if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum aggregate number of shares that may be issued and Treasury Shares that may be resold 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, in respect of new Shares, the period from the passing of this resolution, and in respect of Treasury Shares, from (and including) the Effective Date, 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).”

6. To consider, and if thought fit, pass the following ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period for Repurchase 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 for Repurchase shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing 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 for Repurchase” 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.”

7. To consider, and if thought fit, pass the following 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 (i) shares of the Company that may be allotted or agreed conditionally or unconditionally to be allotted and (ii) (on or after the Effective Date) Treasury Shares to be resold 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.**  
**Zhang Hongjiang**  
*Chairman*

Hong Kong, 26 April 2024

*Principal place of business in Hong Kong:*  
Unit 1605-7  
YF Life Centre  
38 Gloucester Road  
Wanchai  
Hong Kong

*Registered office in the Cayman Islands:*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Notes:*

- (1) Unless otherwise defined in this notice or the context requires otherwise, terms defined in the circular of the Company dated 26 April 2024 shall have the same meanings when used in this notice.
- (2) 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, 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.
- (3) Completion and return of the form of proxy will not preclude members from attending and voting at the 2024 AGM or any adjournment.
- (4) For determining the entitlement to attend and vote at the 2024 AGM, the register of members of the Company will be closed from Monday, 20 May 2024 to Thursday, 23 May 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the 2024 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 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 Friday, 17 May 2024.
- (5) For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Wednesday, 29 May 2024 to Friday, 31 May 2024, 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 Tuesday, 28 May 2024.
- (6) 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 2024 AGM, shareholders of the Company may call the 2024 AGM hotline (852) 3150 6769 / 3150 6723 for arrangement of holding the 2024 AGM under such adverse weather condition. This 2024 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 adverse weather conditions bearing in mind their own situations and if they should choose to do so, they are advised to exercise care and caution.

- (7) 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 three independent non-executive directors, namely Mr. Zhang Hongjiang, Mr. Kwok Lam Kwong Larry and Mr. Peng Zhiyuan.