



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 9:30 a.m. on Thursday, the 23rd day of May, 2013

I/We ^(Note 1) _____
 of _____
 being the registered holder(s) of ^(Note 2) _____ ordinary shares of US\$0.01 each in the capital of the abovenamed Company, HEREBY APPOINT ^(Notes 3&4) _____
 of _____
 or failing him ^(Notes 3&4) _____
 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 East Room, 23/F, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Central, Hong Kong on Thursday, the 23rd day of May, 2013 at 9:30 a.m. and in the event of a poll 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 ^(Note 5)	Against ^(Note 5)
1.	To receive and consider the audited consolidated Financial Statements, the Report of the Directors and the Independent Auditor's Report for the year ended 31st December, 2012.		
2.	To declare a final dividend of HK\$0.8 cents per share for the year ended 31st December, 2012.		
3.	(a) To re-elect Ms. Ingrid Chunyuan Wu as Non-Executive Director.		
	(b) To re-elect Mr. Koh Boon Hwee as Independent Non-Executive Director.		
	(c) To re-elect Ms. Chang Carmen I-Hua as Independent Non-Executive Director.		
	(d) To authorize the Board of Directors to fix the Directors' remuneration.		
4.	To re-appoint Messrs. Deloitte Touche Tohmatsu as auditors of the Company and authorise 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 _____ 2013 Signature ^(Note 6) _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. 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.
4. 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.**
5. **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.
6. This form of proxy must be signed by you or your attorney duly authorised 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 authorised.
7. 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.
8. 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).
9. 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.
10. Any alteration made in this form of proxy must be initialled by the person who signs it.