

If you are in doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution 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.** (the “Company”), you should at once hand this supplemental circular to the purchaser or the transferee, or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or the 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)

CHANGE IN DIRECTORSHIP AND PROPOSED RE-ELECTION OF DIRECTORS

This supplemental circular should be read together with the circular issued by the Company dated 22 April 2010 (the “Circular”) and the notice convening the annual general meeting of AAC Acoustic Technologies Holdings Inc. to be held at Bowen Room, Level 7, Conrad Hotel, Pacific Place, 88 Queensway, Hong Kong on Saturday, 22 May 2010 at 10:00 a.m. is set out on pages 14 to 17 of the Circular. Whether or not you propose to attend the meeting, you are requested to complete the accompanying revised form of proxy enclosed with this supplemental circular in accordance with the instructions printed thereon and return the same to 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 as soon as possible and in any event not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the revised form of proxy shall not preclude you from attending and voting at the meeting or any adjourned meeting should you so wish.

* *For identification purpose only*

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DEFINITIONS

In this supplemental circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held at Bowen Room, Level 7, Conrad Hotel, Pacific Place, 88 Queensway, Hong Kong on Saturday, 22 May 2010 at 10:00 a.m. or any adjournment thereof
“Articles of Association”	the articles of association of the Company
“Board”	the board of Director(s)
“Circular”	the circular dated 22 April 2010 in connection with the proposals involving 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
“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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the issue mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing the relevant resolution for approving the issue mandate
“Latest Practicable Date”	4 May 2010, being the latest practicable date prior to the printing of this supplemental circular for the purpose of ascertaining certain information contained in this supplemental circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of AGM”	the notice convening the AGM as set out on pages 14 to 17 of the Circular

DEFINITIONS

“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase fully paid Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the relevant resolution for approving the repurchase mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Share(s)”	ordinary share(s) of US\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Circular”	this circular in connection with change in directorship and proposed re-election of Directors to be despatched to the Shareholders on 7 May 2010
“Takeovers Code”	The Code on Takeovers and Mergers and Share Repurchases
“%”	per cent.



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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
Ms. Chang Carmen I-Hua

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

7 May 2010

To the Shareholders

Dear Sir or Madam,

**CHANGE IN DIRECTORSHIP
AND
PROPOSED RE-ELECTION OF DIRECTORS**

INTRODUCTION

The purpose of this Supplemental Circular is to provide you with information regarding the change in directorship and proposed re-election of Directors and to seek your approval at the AGM in connection with such matters.

This Supplemental Circular is supplemental to the Circular and should be read together with the Circular and the Notice of AGM. The Notice of AGM is set out on pages 14 to 17 of the Circular which has been despatched to the Shareholders on 22 April 2010.

* *For identification purpose only*

LETTER FROM THE BOARD

CHANGE IN DIRECTORSHIP

On 3 May 2010, it was announced that Ms. Chang Carmen I-Hua has been appointed as an independent non-executive Director with effect from 3 May 2010.

RE-ELECTION OF DIRECTORS

Following the change in directorship as announced on 3 May 2010,

- (i) in accordance with article 87 of the Articles of Association, Mr. Benjamin Zhengmin Pan and Mr. Pei Kang will still 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; and
- (ii) in accordance with article 86(3) of the Articles of Association, Mr. Poon Chung Yin Joseph and Dato' Tan Bian Ee (the "Retiring Directors") and the newly appointed Director, namely, Ms. Chang Carmen I-Hua (the "Newly Appointed Director" or "Ms. Chang") who was appointed by the Board, shall hold office only until the AGM and shall then be eligible for re-election. All of the said Retiring Directors and the Newly Appointed Director, being eligible, will offer themselves for re-election at the AGM.

Details of the Retiring Directors and the Newly Appointed Director are set out in Appendix II to the Circular and Appendix to this Supplemental Circular respectively.

ANNUAL GENERAL MEETING

As mentioned in the Circular, at the AGM, resolutions will be proposed to the Shareholders to approve, inter alia, the granting of the Repurchase Mandate and Issue 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. The Notice of AGM is set out on pages 14 to 17 of the Circular which has been despatched to Shareholders on 22 April 2010.

Due to the aforesaid change in directorship, the Shareholders are advised to disregard the proxy form already despatched to you on 22 April 2010 which makes no reference to the separate resolution for re-election of the Newly Appointed Director. A revised form of proxy for use at the AGM which, inter alia, includes the separate resolution for re-election of the Newly Appointed Director is enclosed with this Supplemental Circular. Whether or not you are able to attend the AGM, you are requested to complete the revised form of proxy and return it to the Company's branch share registrar in Hong Kong, 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 appointed for

LETTER FROM THE BOARD

holding the AGM or any adjournment thereof. Completion and return of the revised form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting if you so wish.

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.

RESPONSIBILITY STATEMENT

This Supplemental 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 Supplemental 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.

RECOMMENDATION

The Directors consider that the re-election of the Newly Appointed Director as referred to in this Supplement Circular is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the relevant resolution to be proposed at the AGM.

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

**APPENDIX DETAILS OF NEWLY APPOINTED DIRECTOR PROPOSED
TO BE RE-ELECTED AT THE AGM**

The details of the Newly Appointed Director proposed to be re-elected at the AGM are set out below:

Ms. Chang Carmen I-Hua, aged 62, is appointed as an independent non-executive Director and a member of the remuneration committee and the nomination committee of the Company on 3 May 2010.

She is a partner at Wilson Sonsini Goodrich & Rosati, where she specializes in corporate and securities law and is the leader of the firm's China practice. She is currently a member of the firm's Policy Committee.

Ms. Chang's practice focuses on the representation of public and private technology companies and financial institutions in public offerings, mergers and acquisitions, joint ventures, financings, and other types of transactions in the United States and abroad, particularly in the People's Republic of China (the "PRC"), Taiwan, and other Asian countries. Among many other transactions, Ms. Chang represented Semiconductor Manufacturing International Corporation ("SMIC") in its acquisition of Motorola's manufacturing operation in Tianjin — the first mergers-and-acquisitions ("M&A") transaction in China after the PRC put its M&A rules in place.

Ms. Chang rejoined the firm from Shearman & Sterling, where she was a partner in its Menlo Park office. Prior to joining Shearman & Sterling, Ms. Chang had been a partner at Wilson Sonsini Goodrich & Rosati, focusing on building the firm's Asia practice.

As a well-regarded expert in corporate and securities law and cross-border transactions, Ms. Chang is a frequent writer and speaker on the topic of conducting business in Asia, as well as on the legal and business regulations faced by foreign companies when they conduct business in the United States of America.

As at the Latest Practicable Date, Ms. Chang does not have any interests in the Shares within the meaning of Part XV of the SFO, nor did she have any relationships with any Directors, senior management, substantial or controlling shareholders of the Company. Save as disclosed above, Ms. Chang does not hold any other positions with the Company and other members of the Company, or any directorship in the past three years in any other public companies the securities of which are listed in Hong Kong or overseas.

Ms. Chang has entered into a letter of appointment with the Company for a term of two years commencing from 3 May 2010, 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, Ms. Chang will hold office until the AGM but shall be eligible for re-election. Thereafter, she shall be subject to retirement by rotation and re-election in accordance with the Articles of Association. Ms. Chang is entitled to a director's fee of US\$25,000 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 Ms. Chang and the Company at arm's length on the basis of her 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 above, there is no other matter concerning the Newly Appointed Director that needs to be brought to the attention of the Shareholders nor any information that needs to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.