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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)

**POLL RESULTS OF EXTRAORDINARY GENERAL MEETING
HELD ON 6 FEBRUARY 2024
AND
SATISFACTION OF MAJOR TRANSACTION CONDITIONS**

POLL RESULTS OF EGM

The board of directors (the “**Board**”) of AAC Technologies Holdings Inc. (the “**Company**”) is pleased to announce that at the extraordinary general meeting of the Company held on 6 February 2024 (the “**EGM**”), the proposed resolution as set out in the notice of the EGM dated 18 January 2024 was duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll.

The poll results are set out as follows:

Ordinary Resolution		Number of Votes (%) ^{Note (j)}	
		For	Against
1.	To (a) approve, confirm and ratify the sale and purchase agreement dated 10 August 2023 and the proposed transaction contemplated thereunder, as more particularly described in the circular issued by the Company on 18 January 2024, which constitutes a major transaction under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and (b) authorise the directors of the Company, acting collectively and individually, to take all such steps, do all such acts and things and to sign, execute, seal (where required) and deliver all such documents which he/she may in his/her absolute discretion, consider necessary, appropriate, desirable or expedient in connection with or to implement or give effect to the above resolution and all of the transactions contemplated thereunder.	721,590,223 (100.000000%)	1 (0.000000%)

Notes:

- (a) As at the date of the EGM, the total number of issued and fully paid up shares of the Company was 1,198,500,000 shares.
- (b) Pursuant to Rule 17.05A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the trustee holding unvested shares of a share award scheme, whether directly or indirectly, shall abstain from voting on matters that require Shareholders’ approval under the Listing Rules, unless otherwise required by law to vote in accordance with the beneficial owner’s direction and such a direction is given. As such, the trustee (i.e. Bank of Communications Trustee Limited) holding a total of 17,210,645 unvested shares of the share award scheme adopted by the Company on 23 March 2016 and the trustee (i.e. BOCI Trustee (Hong Kong) Limited) holding a total of 9,119,000 unvested shares of the share award scheme adopted by the Company on 17 April 2023, shall abstain and have abstained from voting on the resolution at the EGM.
- (c) The total number of shares entitling the holders to attend and vote for or against the resolution at the EGM was 1,172,170,355 shares.
- (d) There were no shares entitling the holders to attend and abstain from voting in favour of the resolution at the EGM as set out in Rule 13.40 of the Listing Rules.
- (e) Save as above, no other holder of shares was required under the Listing Rules to abstain from voting at the EGM.
- (f) No Shareholders have stated their intention in the circular of the EGM to vote against or to abstain from voting on the resolution at the EGM.
- (g) As a majority of the votes were cast in favour of the ordinary resolution, the ordinary resolution was duly passed.
- (h) Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company in Hong Kong, acted as the scrutineer for the poll at the EGM.
- (i) All the Directors attended the EGM in person or by electronic means.
- (j) All percentages rounded to 6 decimal places.

SATISFACTION OF CONDITIONS

Reference is made to the announcement of the Company dated 10 August 2023 in relation to the proposed acquisition of Acoustics Solutions International B.V. and the circular of the Company dated 18 January 2024 (the “**Circular**”). Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Circular. The Board is pleased to announce that, as the Shareholder Approval has been obtained at the EGM, all Conditions to the First Tranche Completion of the Proposed Transaction have been satisfied. The Company will make a further announcement when the First Tranche Completion has taken place.

On behalf of the Board
AAC Technologies Holdings Inc.
Zhang Hongjiang
Chairman

Hong Kong, 6 February 2024

As at the date of this announcement, the Board comprises Mr. Pan Benjamin Zhengmin, Mr. Mok Joe Kuen Richard and Ms. Wu Ingrid Chun Yuan, together with three Independent Non-executive Directors, namely Mr. Zhang Hongjiang, Mr. Kwok Lam Kwong Larry and Mr. Peng Zhiyuan.