

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**GRANT OF AWARDED SHARES PURSUANT TO
THE SHARE AWARD SCHEME**

References are made to: (i) the announcement of AAC Technologies Holdings Inc. (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 23 March 2016 in relation to the adoption of the Share Award Scheme, (ii) the announcement of the Company dated 23 December 2020 in relation to, among others, the Share Award Scheme and (iii) the announcement of the Company dated 26 August 2021 in relation to the purchases of Shares under the Share Award Scheme (collectively, the “**Announcements**”). Unless otherwise defined, capitalized terms used in this announcement have the same meanings of those as defined in the Announcements.

In order to attract, incentivize and retain key business leaders and talents, and to support the implementation of business strategies and promote long term sustainable growth of the Company, on 24 March 2022, the Board resolved to grant a total of 10,230,593 Awarded Shares to 340 Selected Employees (the “**Grantees**”) pursuant to the Share Award Scheme at nil consideration, subject to the acceptance by the Grantees. Out of the 340 Grantees, 22 Grantees were each granted 75,000 Awarded Shares or more.

The 10,230,593 Awarded Shares represent approximately 0.8466% of the issued share capital of the Company as at the date of this announcement. Based on the closing price of HK\$17.64 per Share on the date of grant of the Awarded Shares, the market value of the 10,230,593 Awarded Shares in aggregate was approximately HK\$180,467,661.

The maximum number of Shares that may be awarded under the Share Award Scheme during its term is 1.65% (i.e. 19,940,250 Shares as at the date of this announcement) of the issued share capital of the Company from time to time. Upon completion of the grant of 10,230,593 Awarded Shares, the remaining Shares which could be further awarded under the Share Award Scheme are 9,709,657 Shares.

As of the date of this announcement, 6,042,500 Shares have been acquired by the Trustee from the open market with funds provided by the Company with its internal resources. The Trustee will continue to hold the aforesaid Awarded Shares on trust for the Grantees and will transfer the respective proportions to each of them at no cost upon vesting and settlement of their respective Awarded Shares.

The Group may continue to instruct the Trustee to purchase additional Shares from the open market under the Share Award Scheme to support further implementation of the Share Award Scheme as per approved quota, up to a maximum number of 13,897,750 Shares, as part of this regular exercise to attract talents and promote better alignment of interests of key business leaders and the interest of the Company, and drive long term sustainable growth of the Company.

DETAILS OF THE GRANT OF THE AWARDED SHARES

Date of grant:	24 March 2022
Number of Awarded Shares granted:	10,230,593
Number of Grantees:	340
Vesting conditions:	The Awarded Shares shall be vested in the Grantees subject to the terms of the Share Award Scheme and the vesting conditions as set out in the respective Grant Notice to each Grantees (including a period of continued service within the Group after the grant of the Award and performance targets which must be attained).

The general vesting conditions as set out in the Share Award Scheme, being the two performances as recorded in the audited consolidated statement of profit or loss and other comprehensive income of the Company in any financial year after the date of the grant of the relevant Award: (i) the amount of the annual revenue shall have reached not less than RMB30,000,000,000, and (ii) the margin of recurring profit before taxation (reported profit after tax adjusted for non-recurring and exceptional items) shall not be less than the average of the same of the previous three years, namely 2013, 2014 and 2015), have been waived by the Board accordingly.

Vesting schedule

Subject to the satisfaction of the vesting criteria and conditions and the acceptance by the Grantees, the Awarded Shares shall be vested to the Grantees as follows:

- (a) as to 33.3% of the Awarded Shares on 24 March 2023;
- (b) as to 33.3% of the Awarded Shares on 24 March 2024; and
- (c) as to 33.4% of the Awarded Shares on 24 March 2025.

Out of the aggregate 10,230,593 Awarded Shares, 2,441,767 Awarded Shares are granted to 29 Grantees (the “**Connected Grantees**”) who are directors, supervisors and senior executives of the Group and therefore are the connected persons of the Company under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), details of which are as follows, and the remaining 7,788,826 Awarded Shares are granted to 311 employees who are not connected persons of the Company (the “**Non-connected Grantees**”):

Grantees	Position held in the Group	Number of Awarded Shares granted	Approximate percentage of the total number of issued Shares as at the date of this announcement (%)
<i>Director of the Company</i>			
Mok Joe Kuen Richard	Executive Director	99,195	0.0082
<i>Senior Management of the Company</i>			
Pan Kaitai	Executive Vice President and Chief Innovation Officer	495,976	0.0410
Guo Dan	Chief Financial Officer	421,579	0.0349
Kim Chul Ho	Chairman of Asia Pacific Region (ex-PRC)	99,195	0.0082
David Plekenpol	Chairman of European and American Regions	50,225	0.0042
Ho Siu Tak Jonathan	Group Legal Director and Company Secretary	22,319	0.0018
<i>23 Other Connected Grantees (Note)</i>		<i>1,253,278</i>	<i>0.1037</i>
<i>Subtotal:</i>		<u><i>2,441,767</i></u>	<u><i>0.2020</i></u>
<i>311 Non-connected Grantees</i>		<i>7,788,826</i>	<i>0.6445</i>
Total:		<u><u>10,230,593</u></u>	<u><u>0.8466</u></u>

Note: These Connected Award Grantees are directors, supervisors and senior executives of the subsidiaries of the Company and thus constitute connected persons of the Company under Chapter 14A of the Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the Non-connected Grantees is an employee of the Group and not a connected person.

LISTING RULES IMPLICATION

The grant of the Awarded Shares has been approved by all the members of the Remuneration Committee and the Board (including the independent non-executive Directors), except that the relevant Director(s) to whom the grant was related had abstained from approving the relevant grant.

The grant of the Awarded Shares to the Connected Grantees constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. As all of the applicable percentage ratios (as defined under the Listing Rules) for each of such connected transactions are below 0.1% and the grant of Awarded Shares is on normal commercial terms, such grant of Awarded Shares to each of them is fully exempt from reporting, announcement and Shareholders' approval under Rule 14A.76(1) of the Listing Rules.

The Share Award Scheme does not constitute a share option scheme pursuant to Chapter 17 of the Listing Rules.

By order of the Board
AAC Technologies Holdings Inc.
HO Siu Tak Jonathan
Company Secretary

Hong Kong, 24 March 2022

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 four Independent Non-executive Directors, namely Mr. Zhang Hongjiang, Mr. Au Siu Cheung Albert, Mr. Peng Zhiyuan and Mr. Kwok Lam Kwong Larry.