



**ADVANCED SEMICONDUCTOR MANUFACTURING CORPORATION LIMITED**

**上海先進半導體製造股份有限公司**

*(A foreign invested joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 3355)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Advanced Semiconductor Manufacturing Corporation Limited (the "Company") for the year ended 31 December 2007 will be held at VIP Hall, 3rd Floor, Ramada Shanghai Caohejing Hotel, No. 509, Caobao Road, Shanghai, the People's Republic of China at 11 a.m. on 22 May 2008 (the "AGM") to consider and, if thought fit, pass the following resolutions. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 3 April 2008 (the "Circular").

**ORDINARY RESOLUTIONS:**

1. To consider and approve the report of the Board of Directors of the Company for the year ended 31 December 2007.
2. To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2007.
3. To consider and approve the audited financial statements of the Company and the report of the auditors for the year ended 31 December 2007.
4. To consider and approve the profit distribution proposal of the Company (i.e., no dividend being proposed) for the year ended 31 December 2007.
5. To consider and approve the appointment of Ernst & Young Hua Ming and Ernst & Young as the PRC and international auditors of the Company to hold office until the conclusion of the next annual general meeting, and to authorise the Board of Directors to fix their remuneration.

**SPECIAL RESOLUTION:**

6. To give a general mandate to the Board of Directors to issue, allot and deal with additional Domestic Shares not exceeding 20% of the Domestic Shares of the Company in issue and additional H-Shares not exceeding 20% of the H-Shares of the Company in issue and authorise the Board of Directors to make corresponding amendments to the Articles of Association as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares:

**“THAT:**

- (A) (a) subject to paragraph (c) and in accordance with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Articles of Association of the Company and the applicable laws and regulations of the People’s Republic of China, the exercise by the Board of Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with, either separately or concurrently, additional Domestic Shares and H-Shares of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Board of Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) each of the aggregate nominal amounts of Domestic Shares and H-Shares authorized to be allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board of Directors pursuant to the approval granted in paragraph (a) shall not exceed 20% of each of the aggregate nominal amounts of Domestic Shares and H-Shares of the Company respectively in issue at the date of passing this resolution, otherwise than pursuant to (i) a Rights Issue or (ii) any scrip dividend or similar arrangement providing for allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association; and
- (d) for the purposes of this resolution:

“Relevant Period” 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;
- (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 other applicable laws to be held; or

- (iii) the revocation or variation of the authority given to the Board of Directors under this resolution by passing of a special resolution of the Company in a general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.

- (B) The Board of Directors be authorised to make corresponding amendments to the Articles of Association of the Company as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares as provided in sub-paragraph (a) of paragraph (A) of this resolution.”

By order of the Board  
**Advanced Semiconductor Manufacturing Corporation Limited**  
**Lu Hsueh Cheng**  
*Executive Director, President*  
*& Chief Executive Officer*

Shanghai, the PRC, 3 April 2008

**Notes:**

**(1) Closure of register of members and eligibility for attending the AGM**

To determine the list of Shareholders who have the right to attend the AGM, the register of members will be closed from 23 April 2008 to 22 May 2008 (both days inclusive) during which period, no transfer of Shares will be effected. Shareholders whose names appear on the register of members of the Company on 22 May 2008 are entitled to attend the AGM.

Holders of H-Shares who wish to attend the AGM but have not registered the transfer documents are required to deposit the transfer document together with the relevant share certificates at the H-Share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on 22 April 2008.

**(2) Proxy**

Any Shareholder who is entitled to attend and vote at a general meeting of the Company shall be entitled to appoint one (1) or more persons (whether such person is a Shareholder or not) as his proxies to attend and vote on his behalf.

The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a legal entity, either under seal or under the hand of a director or an authorised person or a duly authorised attorney of the legal entity. The letter of authorization shall contain the number of the shares to be represented by the proxy. If several persons are authorised as the proxies of the Shareholder, the letter of authorization shall specify the number of shares to be represented by each proxy.

The instrument appointing a voting proxy and, if such instrument is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarially certified copy of that power of attorney or other authority shall be deposited at Computershare Hong Kong Investor Services Limited (in respect of holders of H-Shares) or at the Company's Board Secretariat (in respect of holders of non-H-Shares) in person or by post not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be). The address of Computershare Hong Kong Investor Services Limited is Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. The address of the Company's Board Secretariat is 385 Hong Cao Road, Shanghai 200233, PRC.

**(3) Reply Slip**

If you intend to attend the AGM in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited for holder of H-Shares or to the Company's Board Secretariat for holder of non-H-Shares on or before 2 May 2008.

**(4) Other business**

The AGM is expected to last for half a day. Shareholders (in person or by proxy) attending the AGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the AGM shall produce their identity documents. The Company is entitled to deny attendance by any shareholders or their proxies who fail to produce their identity documents.

*As at the date of this announcement, the executive directors of the Company are Lu Hsueh Cheng and Cheng Jianyu; the non-executive directors of the Company are Ruan Yanhua, Zhu Jian, Petrus Antonius Maria van Bommel, Hendricus Cornelis Maria van der Zeeuw, Zhu Peiyi, and Xiao Yongji; and the independent non-executive directors of the Company are James Arthur Watkins, Thaddeus Thomas Beczak, and Shen Weijia.*