

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

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. This announcement is not, and is not intended to be, an offer of securities of Advanced Semiconductor Manufacturing Corporation Limited (the “**Company**”) for sale in the United States. Securities of the Company may not be offered or sold in the United States absent registration or an exemption from registration under the United States Securities Act 1933, as amended.

Unless otherwise defined herein, terms used in this announcement shall have the same meanings as those defined in the prospectus dated 27 March 2006 (the “**Prospectus**”) issued by the Company.



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 limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 3355)

EXERCISE OF OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option mentioned in the Prospectus was exercised in full by the Joint Global Coordinators on behalf of the International Purchasers on 7 April 2006 in respect of an aggregate of 60,998,000 H Shares, representing approximately 15% of the initial size of the Global Offering of 406,662,000 H Shares. The said 60,998,000 H Shares, of which an aggregate of 5,544,000 H Shares will be sold by the Selling Shareholder and an aggregate of 55,454,000 H Shares will be allotted and issued by the Company at HK\$1.60 per H Share (exclusive of brokerage of 1%, SFC transaction levy of 0.005% and Hong Kong Stock Exchange trading fee of 0.005%), being the Offer Price per H Share under the Hong Kong Public Offering and the International Placing.

The Company announces that the Over-allotment Option mentioned in the Prospectus was exercised in full by the Joint Global Coordinators on behalf of the International Purchasers on 7 April 2006 in respect of an aggregate of 60,998,000 H Shares (the “**Over-allotment Shares**”), representing approximately 15% of the initial size of the Global Offering of 406,662,000 H Shares. The said 60,998,000 H Shares, of which an aggregate of 5,544,000 H Shares will be sold by the Selling Shareholder and an aggregate of 55,454,000 H Shares will be allotted and issued by the Company at HK\$1.60 per H Share (exclusive of brokerage of 1%, SFC transaction levy of 0.005% and Hong Kong Stock Exchange trading fee of 0.005%), being the Offer Price per H Share under the Hong Kong Public Offering and the International Placing. The Over-allotment Shares will be used solely to cover over-allocations in the International Placing. Immediately after the issuance and allotment of the Over-allotment Shares, approximately 30.48% of the issued share capital of the Company will be held in public hands.

Listing of and permission to deal in the Over-allotment Shares have already been granted by the Listing Committee of the Hong Kong Stock Exchange. Listing of and dealings in such Over-allotment Shares are expected to commence on the Main Board of the Hong Kong Stock Exchange at 9:30 a.m. on 11 April 2006.

The shareholding structure of the Company immediately before and immediately after the issue by the Company of the Over-allotment Shares are as follows:

	Immediately before the issue of the Over-allotment Shares	Approximate percentage of the Company's issued share capital	Immediately after the issue of the Over-allotment Shares	Approximate percentage of the Company's enlarged issued share capital
	Number of Shares		Number of Shares	
Unlisted Foreign Shares	33,272,400	2.25%	33,272,400	2.17%
Domestic Shares	375,165,128	25.37%	369,621,128	24.09%
H Shares under the Global Offering (including H Shares to be sold by the Selling Shareholder)	406,662,000	27.50%	467,660,000	30.48%
Converted H Shares ⁽¹⁾	<u>663,673,472</u>	<u>44.88%</u>	<u>663,673,472</u>	<u>43.26%</u>
Total	<u>1,478,773,000</u>	<u>100.00%</u>	<u>1,534,227,000</u>	<u>100.00%</u>

Note:

- (1) The CSRC has approved the conversion of the 663,673,472 Shares held by Philips China and SCIP (HK) into Converted H Shares and they may be freely transferred upon expiry of the Existing Shareholders Lock Up Period, subject only to approval from the Ministry of Commerce.

The net proceeds of approximately HK\$84.28 million from the issue of 55,454,000 H Shares by the Company pursuant to the exercise of the Over-allotment Option will be used by the Company for the same purposes as set out in the section headed "Future Plans, Use of Proceeds and Dividend Policy" in the Prospectus.

By order of the Board
Advanced Semiconductor Manufacturing Corporation Limited
Tony Yuhai Liu
President

Hong Kong, 7 April 2006

As at the date of this announcement, the executive directors of the Company are Tony Yuhai Liu and Cheng Jianyu; the non-executive directors of the Company are Ruan Yanhua, Anthony Lear, Zhu Peiyi, Zhu Jian, Zhou Weiping and Petrus Antonius Maria van Bommel; and the independent non-executive directors of the Company are Thaddeus Thomas Beczak, Shen Weijia and James Arthur Watkins.

*Please also refer to the published version of this announcement in **South China Morning Post**.*