



**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: 03355)**

## **RESULTS OF THE EXTRAORDINARY GENERAL MEETING**

The Board of Directors (the “**Board**”) of Advanced Semiconductor Manufacturing Corporation Limited (the “**Company**”) is pleased to announce that, at the extraordinary general meeting of the Company held on 16 December 2008 (the “**EGM**”), the ordinary resolutions (the “**Resolutions**”) regarding the Product Sale Transactions and the Technology Transfer Transactions (the “**Non-exempt Continuing Connected Transactions**”) and the related annual caps were duly approved by way of poll.

Reference is made to the notice of the EGM and the circular of the Company (the “**Circular**”) both dated 9 October 2008 and the revised notice of the EGM dated 23 October 2008. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless otherwise stated.

The EGM was held at Digital Conference Room, 2<sup>nd</sup> Floor, Ramada Shanghai Caohejing Hotel, No. 509, Caobao Road, Shanghai, the People’s Republic of China (the “**PRC**”) at 11:00 a.m. on 16 December 2008. As at the date of the EGM, the total number of issued share capital of the Company was 1,534,227,000 shares (the “**Shares**”). In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), NXP B.V. and its associates (as defined under the Listing Rules), which held 408,806,888 shares of the Company representing approximately 26.65% of the Shares as at the date of the EGM, have abstained from voting on all the Resolutions. Accordingly, there were, in aggregate, 1,125,420,112 shares of the Company entitling the holders to attend and vote for or against each of the Resolutions (the “**Voting Shares**”). Save as aforesaid, there were no restrictions on any shareholder of the Company (the “**Shareholder(s)**”) to cast votes on any of the Resolutions.

Shareholders or their authorized proxies holding, in aggregate, 736,690,423 shares carrying voting rights of the Company which represent 65.46% of the Voting Shares were present at the EGM. The EGM was duly convened in compliance with the requirements of the Company Law of the PRC, other relevant laws and regulations, the Listing Rules and the provisions of the Articles of Association of the Company.

The EGM was convened by the Board and chaired by Mr. Chen Jianming, Chairman of the

Company. After consideration by the Shareholders or their authorised proxies, the Resolutions were duly passed by way of poll as follows:

<b>Ordinary Resolutions</b>		<b>No. of Votes (%)<sup>Note</sup> For</b>	<b>No. of Votes (%)<sup>Note</sup> Against</b>
1	(a) That the Company's entering into of the NXP Foundry Services Agreement and the transactions contemplated under the agreement be and are hereby approved, ratified and confirmed.	100% 736,690,423	0.0000% 0
	(b) That the Company's entering into of the NXP Cooperation Agreement and the transactions contemplated under the agreement be and are hereby approved, ratified and confirmed.	100% 736,690,423	0.0000% 0
	(c) That the annual caps for the three years ending 31 December 2011 for the NXP Foundry Services Agreement and the NXP Cooperation Agreement be and are hereby approved.	100% 736,690,423	0.0000% 0
	(d) That the directors of the Company be and are hereby authorized to sign, seal, execute, perfect, deliver and do all such documents, deeds, acts, matters and things as they may in their discretion consider necessary or desirable or expedient to implement and/or to give effect to the NXP Foundry Services Agreement and the NXP Cooperation Agreement and the annual caps and the transactions thereby contemplated.	100% 736,690,423	0.0000% 0
2	(a) That the Technology Transfer and Cooperation Agreement dated 12 January 2005 entered into between the Company and Philips B.V. (the former name of NXP B.V.) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and that the duration of the agreement in excess of three years be and is hereby approved, confirmed and ratified.	100% 736,690,423	0.0000% 0
	(b) That the Company's entering into of the NXP Identification Licensing Agreement and the transactions contemplated under the agreement be and are hereby approved, ratified and confirmed.	100% 736,690,423	0.0000% 0
	(c) That the annual caps for the three years ending 31 December 2011 for the Technology Transfer and Cooperation Agreement and the NXP Identification Licensing Agreement be and are hereby approved.	100% 736,690,423	0.0000% 0
	(d) That the directors of the Company be and are hereby authorized to sign, seal, execute, perfect, deliver and do all such documents, deeds, acts, matters and things as they may in their discretion consider necessary or desirable or expedient to implement and/or to give effect to the Technology Transfer and Cooperation	100% 736,690,423	0.0000% 0

	Agreement and NXP Identification Licensing Agreement and the annual caps and the transactions thereby contemplated.		
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*Note: The percentages represent the number of votes casted as a percentage of the total number of shares of the Company held by the holders who attended the EGM in person, by proxy or corporate representative and were entitled to vote on the Resolutions at the EGM.*

In accordance with the requirements of the Listing Rules, the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited was appointed as the scrutineer in respect of voting at the EGM.

By order of the Board

**Advanced Semiconductor Manufacturing Corporation Limited**

**Chen Jianming**

*Chairman*

Shanghai, the PRC, 16 December 2008

*As at the date of this announcement, the executive directors of the Company are Zhou Weiping and Cheng Jianyu; the non-executive directors of the Company are Chen Jianming, Zhu Peiyi, Zhu Jian, Sun Zhen, Chris Belden and Yeh Yi Liang; and the independent non-executive directors of the Company are Thaddeus Thomas Beczak, Shen Weijia and James Arthur Watkins.*