



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Advanced Semiconductor Manufacturing Corporation Limited (the “**Company**”) will be held on 24 November 2008 at 11:00 a.m. (or any adjournment thereof) at Digital Conference Room, 2nd Floor, Ramada Shanghai Caohejing Hotel, No.509 Caobao Road, Shanghai, the People’s Republic of China (the “**EGM**”) for the purpose of considering and, if thought fit, passing the following resolutions:

AS ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the Company’s entering into of the NXP Foundry Services Agreement renewed in accordance with the automatic renewal mechanism set out in the Philips Foundry Services Agreement dated 1 January 2002 entered into between the Company and Philips Semiconductors, a copy of which marked “A” has been produced to the meeting and signed by the Chairman of the meeting for identification purpose, for a period for three years commencing from 1 January 2009 to 31 December 2011 and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the Company’s entering into of the NXP Cooperation Agreement renewed in accordance with the automatic renewal mechanism set out in the Philips Cooperation Agreement dated 29 May 2002 entered into between the Company and Philips Semiconductors, a copy of which marked “B” has been produced to the meeting and signed by the Chairman of the meeting for identification purpose, for a period for three years commencing from 1 January 2009 to 31 December 2011 and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (c) the relevant annual caps for the three years ending 31 December 2011 contemplated under the NXP Foundry Services Agreement and the NXP Cooperation Agreement being RMB373.8 million, RMB363.0 million and RMB366.0 million respectively, be and are hereby approved; and

- (d) the directors of the Company be and are hereby authorized on behalf of the Company 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.”

2. “**THAT**

- (a) 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.), a copy of the agreement marked “C” has been produced to the meeting and signed by the Chairman of the meeting for identification purpose, 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, which in accordance with Rule 14A.35 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, has been confirmed by the Independent Financial Adviser (as defined in the Circular) that is of normal business practice for contracts of that type to be of such duration, be and is hereby approved, confirmed and ratified;
- (b) the Company’s entering into of the NXP Identification Licensing Agreement renewed in accordance with the automatic renewal mechanism set out in the Philips Identification Licensing Agreement dated 29 May 2002 entered into between the Company and Philips Semiconductors, a copy of which marked “D” has been produced to the meeting and signed by the Chairman of the meeting for identification purpose, for a period for three years commencing from 1 January 2009 to 31 December 2011 and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (c) the relevant annual caps for the three years ending 31 December 2011 contemplated under the Technology Transfer and Cooperation Agreement and the NXP Identification Licensing Agreement being RMB20.2 million, RMB19.6 million and RMB19.8 million respectively, be and are hereby approved; and
- (d) the directors of the Company be and are hereby authorized on behalf of the Company 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 Agreement and the NXP Identification Licensing Agreement and the annual caps and the transactions thereby contemplated.”

By order of the Board
Advanced Semiconductor Manufacturing Corporation Limited
Chen Jianming
Chairman

Shanghai, the PRC, 9 October 2008

Notes:

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

To determine the list of Shareholders who have the right to attend the EGM, the register of members will be closed from 25 October 2008 to 24 November 2008 (both days inclusive) during which period, no transfer of Share will be effected. Shareholders whose names appear on the register of members of the Company on 24 November 2008 are entitled to attend the EGM.

Holders of H-shares who wish to attend the EGM 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 24 October 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 authorized in writing, or if the appointor is a legal entity, either under seal or under the hand of a director or an authorized person or a duly authorised attorney of the legal entity. The letter of authorisation 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 authorisation 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 EGM 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, PRC.

(3) Reply Slip

If you intend to attend the EGM 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 4 November 2008.

(4) Other business

The EGM is expected to last for half a day. Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the EGM shall produce their identity documents.