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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: 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 at Digital Conference Room, 2nd Floor, Ramada Shanghai Caohejing Hotel, No. 509, Caobao Road, Shanghai, the People's Republic of China at 11 a.m. on 28 January 2010 (the "EGM") to consider and, if thought fit, to pass the following resolutions. Unless otherwise indicated, capitalized terms used herein shall have the same meanings as those defined in the circular dated 10 December 2009 (the "Circular").

Ordinary Resolutions:

1. "THAT:

- (1A) the appointment of Mr. ZHOU Weiping as an Executive Director of the third session of the Board with a term of office from 2 March 2010 to 1 March 2013 be and is hereby approved;
- (1B) the appointment of Ms. CHENG Jianyu as an Executive Director of the third session of the Board with a term of office from 2 March 2010 to 1 March 2013 be and is hereby approved;
- (1C) the appointment of Dr. CHEN Jianming as a Non-executive Director of the third session of the Board with a term of office from 2 March 2010 to 1 March 2013 be and is hereby approved;
- (1D) the appointment of Mr. ZHU Jian as a Non-executive Director of the third session of the Board with a term of office from 2 March 2010 to 1 March 2013 be and is hereby approved;
- (1E) the appointment of Mr. Wilhelmus Jacobus Maria Joseph JOSQUIN as a Non-executive Director of the third session of the Board with a term of office from 2 March 2010 to 1 March 2013 be and is hereby approved;
- (1F) the appointment of Mr. YEH Yi Liang as a Non-executive Director of the third session of the Board with a term of office from 2 March 2010 to 1 March 2013 be and is hereby approved;
- (1G) the appointment of Mr. ZHU Peiyi as a Non-executive Director of the third session of the Board with a term of office from 2 March 2010 to 1 March 2013 be and is hereby approved;

- (1H) the appointment of Mr. LI Zhi as a Non-executive Director of the third session of the Board with a term of office from 2 March 2010 to 1 March 2013 be and is hereby approved;
- (1I) the appointment of Mr. Thaddeus Thomas BECZAK as an Independent Non-executive Director of the third session of the Board with a term of office from 2 March 2010 to 1 March 2013 be and is hereby approved;
- (1J) the appointment of Mr. James Arthur WATKINS as an Independent Non-executive Director of the third session of the Board with a term of office from 2 March 2010 to 1 March 2013 be and is hereby approved; and
- (1K) the appointment of Dr. SHEN Weijia as an Independent Non-executive Director of the third session of the Board with a term of office from 2 March 2010 to 1 March 2013 be and is hereby approved.”

2. “THAT:

- (2A) the appointment of Mr. David Siu Kee KIANG as a Shareholder Representative Supervisor of the third session of the Supervisory Committee with a term of office from 2 March 2010 to 1 March 2013 be and is hereby approved;
- (2B) the appointment of Mr. SHEN Qitang as a Shareholder Representative Supervisor of the third session of the Supervisory Committee with a term of office from 2 March 2010 to 1 March 2013 be and is hereby approved;
- (2C) the appointment of Mr. SUN Biyuan as a Shareholder Representative Supervisor of the third session of the Supervisory Committee with a term of office from 2 March 2010 to 1 March 2013 be and is hereby approved;
- (2D) the appointment of Ms. CHEN Yan as a Shareholder Representative Supervisor of the third session of the Supervisory Committee with a term of office from 2 March 2010 to 1 March 2013 be and is hereby approved; and
- (2E) the appointment of Mr. GUO Yiwu as a Shareholder Representative Supervisor of the third session of the Supervisory Committee with a term of office from 2 March 2010 to 1 March 2013 be and is hereby approved.”

3. “**THAT** the proposed Standard Service Contracts (as set out in Appendix II of the Circular) for executive Directors, non-executive Directors, Shareholder Representative Supervisors and Employee Representative Supervisor of the third session of the Board and the Supervisory Committee be and are hereby approved.”

4. “**THAT** the proposed remunerations (as set out in Appendix III of the Circular) for the third session of the Board and the Supervisory Committee be and are hereby approved.”

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

Shanghai, the PRC, 10 December 2009

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 29 December 2009 to 28 January 2010 (both days inclusive) during which no transfer of Shares will be effected. The Shareholders whose names appear on the register of members of the Company on 28 January 2010 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 28 December 2009.

(2) Proxy

Any Shareholder who is entitled to attend and vote at the EGM is entitled to appoint one 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. If the appointor is a legal entity, the instrument shall be 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 Shares to be represented by the proxy. If several persons are authorised as the proxies of a 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 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 200233, the 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 holders of H-Shares or to the Company’s Board Secretariat for holders of non-H-Shares on or before 8 January 2010.

(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. The Company is entitled to deny attendance by any Shareholders or their proxies who fail to produce their identity documents.