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

**(Stock Code: 03355)**

**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 2010 will be held at VIP Hall, 3rd Floor, B Building, Ramada Shanghai Caohejing Hotel, No. 509, Caobao Road, Shanghai, the People's Republic of China (the "PRC") at 11 a.m. on 17 May 2011 (the "AGM") to consider and, if thought fit, pass the following resolutions. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 1 April 2011 (the "Circular").

**ORDINARY RESOLUTIONS**

1. To consider and approve the report of the Directors for the year ended 31 December 2010.
2. To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2010.
3. To consider and approve the audited financial statements of the Company and the report of the auditors for the year ended 31 December 2010.
4. To consider and approve the profit distribution proposal of the Company (i.e. no dividend being proposed) for the year ended 31 December 2010.
5. To consider and approve the appointment of Ernst & Young Hua Ming and Ernst & Young as the PRC and international auditors of the Company respectively, to hold office until the conclusion of the next annual general meeting, and to authorise the Board to fix their remunerations.
6. To consider and approve the appointment of Dr. Joseph Xie as the Executive Director of the third session of the Board with a term commencing on the date of the AGM and ending on 1 March 2013, the execution of the Service Contract for Executive Director (as set out in Appendix II to the Circular) between the Company and Dr. Joseph Xie and his proposed remuneration (as set out in Appendix III to the Circular).

## SPECIAL RESOLUTIONS

7. To consider and approve the Proposed Change in Board Structure and the Proposed Corresponding Amendment to the Articles of Association:

**THAT** the Articles of Association be and hereby amended in the following manner:

By deleting the second sentence of the first paragraph of Article 94 in its entirety and substituting it by the following:

“The board of directors shall consist of ten (10) directors.”

8. To consider and approve the Proposed Amendments to the Articles of Association:

**THAT** the Articles of Association be and hereby amended in the following manner:

- (i) By deleting Article 56(13) in its entirety and substituting it by the following:

“to consider motions raised by shareholders who represent 3% or more of the total number of voting shares of the Company.”

- (ii) By deleting Article 60 in its entirety and substituting it by the following:

“The board of directors, the supervisory committee, and shareholder(s) holding in aggregate 3% or above of the total issued share capital of the Company shall have the right to propose resolutions to the agenda of general meetings.

Shareholder(s) holding in aggregate 3% or above of the total issued share capital of the Company shall in writing propose resolutions to the agenda of the general meetings to the convener of the general meetings 10 days before the date of the general meetings. The convener shall despatch circular and announcement setting out the proposed resolutions to all the shareholders within two days after the date on which the written proposal is received by the convener and shall place the proposed resolutions on the agenda for such general meeting for shareholders' consideration.”

9. To give a general mandate to the Board to issue, allot and deal with additional Domestic Shares not exceeding 20% of the Domestic Shares in issue and additional H-Shares not exceeding 20% of the H-Shares in issue and authorise the Board 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 Listing Rules, the Articles of Association and the applicable laws and regulations of the PRC, the exercise by the Board 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 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 during the Relevant Period (as hereinafter defined) 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;
- (c) each of the aggregate nominal amounts of the Domestic Shares and the 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 pursuant to the approval granted in paragraph (a) shall not exceed 20% of each of the aggregate nominal amounts of the Domestic Shares and the H-Shares 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 or other applicable laws to be held; or
- (iii) the revocation or variation of the authority given to the Board 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 be authorised 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 as provided in sub-paragraph (a) of paragraph (A) of this resolution.”

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

Shanghai, the PRC, 1 April 2011

*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, Shen Qing, Zhu Jian, Li Zhi, Wilhelmus Jacobus Maria Joseph Josquin and Winfried Lodewijk Peeters; and the independent non-executive directors of the Company are Thaddeus Thomas Beczak, Shen Weijia and James Arthur Watkins.*

*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 17 April 2011 to 17 May 2011 (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 17 May 2011 are entitled to attend the AGM.

Holders of the 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 15 April 2011.

**(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 proxy 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 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 the H-Shares) or at the Company's Board Secretariat (in respect of holders of the 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 17M 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 AGM 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 the H-Shares or to the Company's Board Secretariat for holders of the non-H-Shares on or before 27 April 2011.

**(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.