



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)

Proxy Form for the Extraordinary General Meeting

Number of Shares related to this proxy form ¹	
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I/We² _____
of _____

being the registered holder(s) of H-share(s)/non-H-share(s) (please delete as appropriate) of RMB 1.00 each of Advanced Semiconductor Manufacturing Corporation Limited (the "Company") now appoint³ _____

(I.D. No.: _____ of _____

_____) /the chairman of the EGM (as defined hereinafter) as my (our) proxy to attend and vote for me (us) on the following resolutions in accordance with instruction(s) below and on my (our) behalf at the extraordinary general meeting of the Company to be held at 11:00 a.m. on 24 November 2008 at Digital Conference Room, 2nd Floor, Ramada Shanghai Caohejing Hotel, No. 509 Caobao Road, Shanghai, the People's Republic of China (the "EGM") and at any adjournment thereof, for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the EGM. Please indicate by a tick ("✓") in the following resolutions how you wish your vote(s) to be cast. In the absence of any indication, the proxy may vote for or against the resolutions at his/her own discretion.

	ORDINARY RESOLUTIONS	FOR	AGAINST
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.		
	(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.		
	(c) that the annual caps for three years ending 31 December 2011 for the NXP Foundry Services Agreement and the NXP Cooperation Agreement be and are hereby approved.		
	(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.		
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.		
	(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.		
	(c) that the annual caps for three years ending 31 December 2011 for the Technology Transfer and Cooperation Agreement and the NXP Identification Licensing Agreement be and are hereby approved.		
	(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 Agreement and NXP Identification Licensing Agreement and the annual caps and the transactions thereby contemplated.		

Date: _____

Signature(s): _____

Notes:

- Please insert the number of share(s) registered in your name(s) relating to this form of proxy. If no number is inserted, this form of proxy will be deemed to relate to all of the Shares in the capital of the Company registered in your name(s).
- Please insert full name(s) and address(es) in BLOCK LETTERS.
- Please insert the name and address of your proxy in BLOCK LETTERS. If this is left blank, the chairman of the EGM will act as your proxy. One or more proxies, who may not be member(s) of the Company, may be appointed to attend and vote in the meeting provided that such proxies must attend the meeting in person on your behalf. Any alteration made to his proxy form must be signed by the signatory.
- This proxy form 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.
- Please attach a photocopy of your identity card/passport (if you are an individual) or a photocopy of your business license or certificate of incorporation (if you are a legal entity).

This form of 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.