



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)

Number of Shares related to this proxy form ¹	
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Proxy Form for the Annual General Meeting for the Year Ended 31 December 2008

I(We)² _____

of _____

being the holder(s) of H-Share(s)/non-H-Share(s) (please delete as appropriate) of RMB1.00 each of Advanced Semiconductor Manufacturing Corporation Limited (the "Company") hereby appoint³ _____

(I.D. No.: _____)

of _____)

the Chairman of the annual general meeting as my (our) proxy to attend and vote for me (us) on the following resolutions in accordance with the instruction(s) below and on my (our) behalf at the annual general meeting of the Company to be held at VIP Hall, 3rd Floor, Ramada Shanghai Caohejing Hotel, No. 509, Caobao Road, Shanghai, the People's Republic of China (the "PRC") at 11 a.m. on 21 May 2009 ("AGM") 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 AGM. Please indicate by a tick ("√") in the following resolutions how you wish your vote to be cast. In the absence of any indication, the proxy may vote for or against the resolutions at his own discretion.

Ordinary Resolutions			
Number	Proposed resolution	Votes For	Votes Against
1	To consider and approve the appointment of Mr. LI Zhi as a Non-executive Director of the second session of the board of Directors with a term of office from the date of the AGM to 1 March 2010, the application of Service Contract For Non-executive Director between the Company and Mr. LI Zhi and his proposed remuneration		
2	To consider and approve the proposal of a 50% reduction of administrative subsidies for all existing Non-executive Directors (excluding Independent Non-executive Directors) and Shareholders Representative Supervisors for a period of eleven months from 1 April 2009 to 1 March 2010 (ie., the expiry date of the service contract)		
3	To consider and approve the report of the board of directors of the Company for the year ended 31 December 2008		
4	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2008		
5	To consider and approve the audited financial statements of the Company and the report of the auditors for the year ended 31 December 2008		
6	To consider and approve the profit distribution proposal of the Company (ie., no dividend being proposed) for the year ended 31 December 2008		
7	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 of directors to fix their remunerations		
Special Resolution			
Number	Proposed resolution	Votes For	Votes Against
8	To give a general mandate to the board of directors of the Company to issue, allot and deal with additional domestic shares not exceeding 20% of the domestic shares of the Company in issue and additional H-Shares not exceeding 20% of the H-Shares of the Company in issue and authorise the board of directors to make corresponding amendments to the articles of association of the Company as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares		

Signature(s): _____

Date: _____

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) as shown in the register of members in BLOCK LETTERS.
- Please insert the name and address of your proxy in BLOCK LETTERS. If this is left blank, the chairman of the AGM 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 form of 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.
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 AGM 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.