



# 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 <sup>1</sup>	
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## Proxy Form for the Extraordinary General Meeting

I/We<sup>2</sup> \_\_\_\_\_ of \_\_\_\_\_ being the holder(s) of the H-Share(s)/the non-H-Share(s) (please delete as appropriate) of RMB1.00 each of Advanced Semiconductor Manufacturing Corporation Limited (the "Company") hereby appoint<sup>3</sup> \_\_\_\_\_ (I.D. No.: \_\_\_\_\_ of \_\_\_\_\_) the Chairman of the extraordinary 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 extraordinary general meeting of the Company to be held at Meeting Room, 1st Floor, A Building, Ramada Shanghai Caohejing Hotel, No. 509, Caobao Road, Shanghai, the People's Republic of China at 11 a.m. on 20 September 2011 (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, and voting on behalf of me/us under my/our name(s) as indicated below<sup>4</sup>.

Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 5 August 2011.

	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.		
	(b) that the Company's entering into of the NXP Cooperation Agreement and the transactions contemplated under the agreement be and are hereby approved.		
	(c) that the annual caps for the three years ending 31 December 2014 for the NXP Foundry Services Agreement and the NXP Cooperation Agreement be and are hereby approved.		
	(d) that the Directors 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 Company's entering into of the Technology Transfer and Cooperation Agreement and the transactions contemplated thereunder be and are hereby approved; and that the duration of the agreement in excess of three years be and is hereby approved.		
	(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.		
	(c) that the annual caps for the three years ending 31 December 2014 for the Technology Transfer and Cooperation Agreement and the NXP Identification Licensing Agreement be and are hereby approved.		
	(d) that the Directors 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.		

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 the 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 at the EGM provided that such proxies must attend the EGM in person on your behalf. Any alteration made to this proxy form must be signed by the signatory.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** If no direction is given, the proxy is entitled to vote for or against the resolutions at his/her own discretion.
- This proxy form shall be in writing under the hand of the appointor or his attorney duly authorized in writing. If the appointor is a legal entity, this form should be executed 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 copy of your identity card/passport (if you are an individual) or a copy of your business license or certificate of incorporation (if you are a legal entity).

This form of proxy and, if it 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 EGM 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 People's Republic of China.