



**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 Annual General Meeting for the Year Ended 31 December 2010**

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 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, B Building, Ramada Shanghai Caohejing Hotel, No. 509, Caobao Road, Shanghai, the People's Republic of China at 11 a.m. on 17 May 2011 (the "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, 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 1 April 2011.

Ordinary Resolutions			
Number	Proposed resolutions	For	Against
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 between the Company and Dr. Joseph Xie and his proposed remuneration		
Special Resolutions			
Number	Proposed resolutions	For	Against
7	To consider and approve the Proposed Change in Board Structure and the Proposed Corresponding Amendment to the Articles of Association		
8	To consider and approve the Proposed Amendments to the Articles of Association		
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		

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 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 at the AGM provided that such proxies must attend the AGM 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 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 People's Republic of China.