



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of Advanced Semiconductor Manufacturing Corporation Limited (the “Company”) will be held at 10:00 a.m. on 3 November 2008 at Digital Conference Room, 2nd Floor, Ramada Shanghai Caohejing Hotel, No.509, Caobao Road, Shanghai, the People’s Republic of China to consider and, if thought fit, to pass the following resolutions. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 17 September 2008 (the “Circular”).

Ordinary Resolutions:

- 1 “**THAT** the appointment of Mr. ZHOU Weiping as an Executive Director of the second session of the board of Directors with a term of office from the date of the EGM to 1 March 2010 be and is hereby approved.”
- 2 “**THAT** the appointment of Mr. SUN Zhen as a Non-executive Director of the second session of the Board of Directors with a term of office from the date of the EGM to 1 March 2010 be and is hereby approved.”
- 3 The application of Service Contracts:
 - 3A “**THAT** the application of Service Contract For Executive Director (as set out in Appendix III of the Circular) between the Company and Mr. ZHOU Weiping be and is hereby approved.”
 - 3B “**THAT** the application of Service Contract For Non-executive Director (as set out in Appendix III of the Circular) between the Company and Mr. SUN Zhen be and is hereby approved.”
- 4 “**THAT** the proposed remuneration (as set out in Appendix IV of the Circular) for the Executive Director and Non-executive Director be and is hereby approved.”

By order of the Board

Advanced Semiconductor Manufacturing Corporation Limited

CHEN Jianming

Chairman

Shanghai, the PRC, 17 September 2008

Notes:

(1) **Biographies** (Please refer to Appendix II of the Circular).

(2) **Closure of register of members and eligibility for attending the EGM**

To determine the list of Shareholders who have the right to attend the EGM, the register of members will be closed from 5 October 2008 to 3 November 2008 (both days inclusive) during which period, no transfer of Share will be effected. Shareholders whose names appear on the register of members of the Company on 3 November 2008 are entitled to attend the EGM.

Holders of H-shares who wish to attend the EGM 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 3 October 2008.

(3) **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 proxies 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 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. The letter of authorisation shall contain the number of the Shares to be represented by the proxy. If several persons are authorised as the proxies of the Shareholder, the letter of authorisation 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 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.

(4) **Reply Slip**

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited (in respect of holder of H-shares) or to the Company's Board Secretariat (in respect of holder of non-H-shares) on or before 14 October 2008.

(5) **Other business**

The EGM is expected to last for half a day. Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the EGM shall produce their identity documents.