



**ADVANCED SEMICONDUCTOR MANUFACTURING CORPORATION LIMITED**

**上海先進半導體製造股份有限公司**

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 3355)**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“EGM”) of Advanced Semiconductor Manufacturing Corporation Limited (the “Company”) will be held at Chen Xing Hall, 3rd Floor, Galaxy Hotel, No. 888, West Zhong Shan Road, Shanghai, the People’s Republic of China at 10:00 a.m. on 29 January 2007 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 11 December 2006 (the “Circular”).

**Ordinary Resolution:**

1. To elect the second session of the board of Directors of the Company:
  - 1A “**THAT** the appointment of Mr. Tony Yuhai LIU as an executive Director of the second session of the board of Directors with a term of office from 2 March 2007 to 1 March 2010 be and is hereby approved.”
  - 1B “**THAT** the appointment of Ms. CHENG Jianyu as an executive Director of the second session of the board of Directors with a term of office from 2 March 2007 to 1 March 2010 be and is hereby approved.”
  - 1C “**THAT** the appointment of Mr. RUAN Yanhua as a non-executive Director of the second session of the board of Directors with a term of office from 2 March 2007 to 1 March 2010 be and is hereby approved.”
  - 1D “**THAT** the appointment of Mr. ZHU Jian as a non-executive Director of the second session of the board of Directors with a term of office from 2 March 2007 to 1 March 2010 be and is hereby approved.”
  - 1E “**THAT** the appointment of Mr. Petrus Antonius Maria VAN BOMMEL as a non-executive Director of the second session of the board of Directors with a term of office from 2 March 2007 to 1 March 2010 be and is hereby approved.”
  - 1F “**THAT** the appointment of Mr. Ajit MANOCHA as a non-executive Director of the second session of the board of Directors with a term of office from 2 March 2007 to 1 March 2010 be and is hereby approved.”

- 1G “**THAT** the appointment of Mr. ZHU Peiyi as a non-executive Director of the second session of the board of Directors with a term of office from 2 March 2007 to 1 March 2010 be and is hereby approved.”
- 1H “**THAT** the appointment of Mr. XIAO Yongji as a non-executive Director of the second session of the board of Directors with a term of office from 2 March 2007 to 1 March 2010 be and is hereby approved.”
- 1I “**THAT** the appointment of Mr. Thaddeus Thomas BECZAK as an independent non-executive Director of the second session of the board of Directors with a term of office from 2 March 2007 to 1 March 2010 be and is hereby approved.”
- 1J “**THAT** the appointment of Mr. James Arthur WATKINS as an independent non-executive Director of the second session of the board of Directors with a term of office from 2 March 2007 to 1 March 2010 be and is hereby approved.”
- 1K “**THAT** the appointment of Mr. SHEN Weijia as an independent non-executive Director of the second session of the board of Directors with a term of office from 2 March 2007 to 1 March 2010 be and is hereby approved.”
2. To elect the second session of the Supervisory Committee of the Company
- 2A “**THAT** the appointment of Mr. Anthony LEAR as a Shareholders Representative Supervisor of the second session of the Supervisory Committee with a term of office from 2 March 2007 to 1 March 2010 be and is hereby approved.”
- 2B “**THAT** the appointment of Mr. MANG Waikin as a Shareholders Representative Supervisor of the second session of the Supervisory Committee with a term of office from 2 March 2007 to 1 March 2010 be and is hereby approved.”
- 2C “**THAT** the appointment of Mr. SHEN Qitang as a Shareholders Representative Supervisor of the second session of the Supervisory Committee with a term of office from 2 March 2007 to 1 March 2010 be and is hereby approved.”
- 2D “**THAT** the appointment of Mr. YANG Yanhui as a Shareholders Representative Supervisor of the second session of the Supervisory Committee with a term of office from 2 March 2007 to 1 March 2010 be and is hereby approved.”
- 2E “**THAT** the appointment of Ms. WANG Xiangqun as a Shareholders Representative Supervisor of the second session of the Supervisory Committee with a term of office from 2 March 2007 to 1 March 2010 be and is hereby approved.”
- 2F “**THAT** the appointment of Mr. GUO Yiwu as a Shareholders Representative Supervisor of the second session of the Supervisory Committee with a term of office from 2 March 2007 to 1 March 2010 be and is hereby approved.”

- 3 “**THAT** the proposed Standard Service Contracts (as set out in Appendix III of the Circular) for executive Directors, non-executive Directors, Shareholders Representative Supervisors and Employee Representative Supervisor of the second session of the board of Directors and Supervisory Committee be and are hereby approved.”
- 4 “**THAT** the proposed remuneration (as set out in Appendix IV of the Circular) for the second session of the board of Directors and Supervisory Committee be and is hereby approved.”

By Order of the Board  
**RUAN Yanhua**  
*Chairman*

Shanghai, the PRC

11 December 2006

*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 30 December 2006 to 29 January 2007 (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 29 January 2007 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 4:00 p.m. on 29 December 2006.

(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 46th 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 for holder of H-shares or to the Company's Board Secretariat for holder of non-H-shares on or before 9 January 2007.

(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.

*As at the date of this announcement, the executive directors of the Company are Tony Yuhai Liu and Cheng Jianyu; the non-executive directors of the Company are Ruan Yanhua, Anthony Lear, Zhu Peiyi, Zhu Jian, Zhou Weiping and Petrus Antonius Maria van Bommel; and the independent non-executive directors of the Company are Thaddeus Thomas Beczak, Shen Weijia and James Arthur Watkins.*

Please also refer to the published version of this announcement in South China Morning Post.