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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your Shares in Advanced Semiconductor Manufacturing Corporation Limited (the “Company”), you should at once hand this circular and the accompanying proxy form to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**asmc**

**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)**

**GENERAL MANDATE TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of the Company to be held at 10:30 a.m. on 20 May 2015 at Board Room, 3rd Floor, Renaissance Shanghai Caohejing Hotel, No. 397, Tianlin Road, Shanghai, the People's Republic of China (the “AGM”) is set out in this circular.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. For holders of H-Shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited and for holders of non-H-Shares, the proxy form should be returned to the Company's Board Secretariat in person or by post as soon as possible and in any event not less than 24 hours before the time appointed for holding the AGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or at any adjourned meeting should you so wish.

If you intend to attend the AGM in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited for holders of H-Shares or to the Company's Board Secretariat for holders of non-H-Shares on or before 30 April 2015.

26 March 2015

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at 10:30 a.m. on 20 May 2015 at Board Room, 3rd Floor, Renaissance Shanghai Caohejing Hotel, No. 397, Tianlin Road, Shanghai, the PRC
“AGM Notice”	the notice of the AGM
“Articles of Association”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Company”	Advanced Semiconductor Manufacturing Corporation Limited, a foreign invested joint stock company incorporated in the PRC with limited liability, the H-Shares of which are listed on the Stock Exchange
“Director(s)” or “Board”	the director(s) of the Company
“Domestic Share(s)”	the Shares which are subscribed for and/or credited as paid up in RMB by PRC nationals and/or PRC corporate entities
“General Mandate”	a general mandate proposed to be granted to the Directors at the AGM to issue Domestic Shares and H-Shares representing up to the limit of 20% of each of the aggregate nominal values of the Domestic Shares and H-Shares respectively in issue on the date of passing the related resolution
“H-Share(s)”	the Share(s) which have been admitted for listing on the Stock Exchange, for the purpose of this circular, including those held by NXP B.V. and SCIP (HK) Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“non-H-Share(s)”	the Share(s) other than the H-Share(s)
“PRC”	the People’s Republic of China, but for the purposes of this circular only, excludes the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of the Shares whose name(s) is/are shown in the registers of members of the Company as from time to time

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## DEFINITIONS

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“Share(s)”	ordinary share(s) of RMB one (1) yuan each in the share capital of the Company, including both the H-Shares and the non-H-Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## LETTER FROM THE BOARD

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**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)**

*Executive Director:*

Dr. WANG Qingyu

*Registered Office:*

385 Hong Cao Road  
Shanghai 200233, the PRC

*Non-executive Directors:*

Dr. CHEN Jianming

Mr. David Damian FRENCH

Ms. SHEN Qing

Mr. Johannes AE van den BROEK

Mr. ZHU Jian

Mr. XU Ding

*Principal Place of Business*

*in Hong Kong:*

36/F, Tower Two

Times Square

1 Matheson Street

Causeway Bay, Hong Kong

*Independent Non-executive Directors:*

Mr. James Arthur WATKINS

Mr. PU Hanhu

Dr. CHEN Enhua

Dr. JIANG Qingtang

26 March 2015

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATE TO ISSUE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to give you the AGM Notice and provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

At the AGM, among other things, a special resolution will be proposed to approve the grant of the General Mandate to the Directors to enable them to allot, issue and otherwise deal with additional Domestic Shares and H-Shares up to the limit of 20% of each of the aggregate nominal values of the Domestic Shares and the H-Shares respectively in issue on the date of passing such resolution.

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## LETTER FROM THE BOARD

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### GENERAL MANDATE TO ISSUE SHARES

To ensure flexibility and discretion to the Directors to issue new Shares when it becomes desirable, the Company proposes to grant the General Mandate to the Directors to allot, issue and otherwise deal with additional Domestic Shares and H-Shares up to the limit of 20% of each of the aggregate nominal values of the Domestic Shares and the H-Shares respectively in issue on the date of passing such resolution. As at the date of this circular, the issued share capital of the Company comprised 390,250,016 Domestic Shares and 1,131,333,472 H-Shares. Subject to the passing of the resolution related to the granting of the General Mandate and on the basis that no further Shares are issued before the AGM, the Company will be allowed to issue a maximum of 78,050,003 Domestic Shares and 226,266,694 H-Shares. The mandate shall be effective until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or other applicable laws to be held; or (iii) the revocation or variation of the authority given under this resolution by a special resolution of the Company in general meeting. Any exercise of the power by the Directors under the General Mandate shall comply with the relevant requirements of the Listing Rules, the Articles of Association and the applicable laws and regulations of the PRC. The Board has no plan to issue new Shares pursuant to the General Mandate at present.

### FORMS OF 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 proxy/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 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. 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 a 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 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 PRC.

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## LETTER FROM THE BOARD

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### REPLY SLIP

If you intend to attend the AGM in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited for holders of the H-Shares or to the Company's Board Secretariat for holders of the non-H-Shares on or before 30 April 2015.

### VOTING BY POLL

Pursuant to Rule 13.39 of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands. The Chairman of the meeting will therefore demand a poll for every resolution put to the vote of the AGM pursuant to Article 73 of the Articles of Association.

### RECOMMENDATION

The Board considers that the special resolution in relation to the proposed grant of the General Mandate is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the resolutions to be proposed at the AGM as set out in the AGM Notice.

Yours Faithfully,  
By Order of the Board  
**Advanced Semiconductor Manufacturing Corporation Limited**  
**Wang Qingyu**  
*Executive Director & President*

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## NOTICE OF ANNUAL GENERAL MEETING

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**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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Advanced Semiconductor Manufacturing Corporation Limited (the “Company”) for the year ended 31 December 2014 will be held at Board Room, 3rd Floor, Renaissance Shanghai Caohejing Hotel, No. 397, Tianlin Road, Shanghai, the People’s Republic of China (the “PRC”) at 10:30 a.m. on 20 May 2015 (the “AGM”) to consider and, if thought fit, pass the following resolutions. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 26 March 2015 (the “Circular”).

### **ORDINARY RESOLUTIONS**

1. To consider and approve the report of the Directors for the year ended 31 December 2014.
2. To consider and approve the report of the Supervisory Committee of the Company for the year ended 31 December 2014.
3. To consider and approve the audited financial statements of the Company and the report of the auditors for the year ended 31 December 2014.
4. To consider and approve the profit distribution proposal of the Company (i.e. no dividend being proposed) for the year ended 31 December 2014.
5. To consider and approve the appointment of Ernst & Young Hua Ming and Ernst & Young as the PRC and international auditor 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.



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## NOTICE OF ANNUAL GENERAL MEETING

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### SPECIAL RESOLUTION

6. 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:

**“THAT**

- (A) (a) subject to paragraph (c) and in accordance with the relevant requirements of the Listing Rules, the Articles of Association and the applicable laws and regulations of the PRC, the exercise by the Board during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with, either separately or concurrently, additional Domestic Shares and H-Shares and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Board during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) each of the aggregate nominal amounts of the Domestic Shares and the H-Shares authorized to be allotted, issued and dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the approval granted in paragraph (a) shall not exceed 20% of each of the aggregate nominal amounts of the Domestic Shares and the H-Shares respectively in issue at the date of passing this resolution, otherwise than pursuant to (i) a Rights Issue or (ii) any scrip dividend or similar arrangement providing for allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or other applicable laws to be held; or

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iii) the revocation or variation of the authority given to the Board under this resolution by passing of a special resolution of the Company in a general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong) and an offer, allotment or issue of shares by way of rights shall be construed accordingly.

- (B) The Board be authorised 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 as provided in sub-paragraph (a) of paragraph (A) of this resolution.”

By Order of the Board  
**Advanced Semiconductor Manufacturing Corporation Limited**  
**Wang Qingyu**  
*Executive Director & President*

Shanghai, the PRC, 26 March 2015

*Notes:*

**(1) Closure of register of members and eligibility for attending the AGM**

To determine the list of Shareholders who have the right to attend the AGM, the register of members will be closed from 20 April 2015 to 20 May 2015 (both days inclusive) during which period, no transfer of Shares will be effected. Shareholders whose names appear on the register of members of the Company on 20 May 2015 are entitled to attend the AGM.

Holders of the H-Shares who wish to attend the AGM 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 17 April 2015.

**(2) 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 proxy/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 authorised in writing, or if the appointor is a legal entity, either under seal or under the

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## NOTICE OF ANNUAL GENERAL MEETING

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hand of a director or an authorised person or a duly authorised attorney of the legal entity. The letter of authorization shall contain the number of the shares to be represented by the proxy. If several persons are authorised as the proxies of a Shareholder, the letter of authorization 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 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 PRC.

### (3) **Reply slip**

If you intend to attend the AGM in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited for holders of the H-Shares or to the Company's Board Secretariat for holders of the non-H-Shares on or before 30 April 2015.

### (4) **Other business**

The AGM is expected to last for half a day. Shareholders (in person or by proxy) attending the AGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the AGM shall produce their identity documents. The Company is entitled to deny attendance by any Shareholders or their proxies who fail to produce their identity documents.