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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)**

## **CLARIFICATION ON 2018 THIRD QUARTER RESULTS ANNOUNCEMENT**

Reference is made to (i) the joint announcement of Advanced Semiconductor Manufacturing Corporation Limited (the “**ASMC**”) and GTA Semiconductor Co., Ltd. (上海積塔半導體有限公司) (“**GTA**”) in relation to the proposed privatisation of ASMC by GTA by way of merger by absorption of ASMC under Article 172 of the PRC Company Law dated 30 October 2018 (the “**Offer Announcement**”) and (ii) 2018 third quarter results announcement of ASMC dated 6 November 2018 (the “**2018 Third Quarter Results Announcement**”). Unless as stated otherwise, capitalised terms used herein shall have the same meaning as those defined in the Offer Announcement.

The ASMC Board would like to clarify that as the 2018 Third Quarter Results Announcement was issued after the Offer Announcement and therefore during the offer period, the unaudited profit figures in the 2018 Third Quarter Results Announcement is regarded as profit forecast under Rule 10 of the Takeovers Code and would need to be reported on by ASMC’s financial advisors and auditors or accountants in accordance with Rule 10.4 of the Takeovers Code, and their reports must be included in the next document to be sent to ASMC Shareholders under Rule 10.4 of the Takeovers Code.

Since the listing of ASMC on the main board of the Stock Exchange on 7 April 2006, in order for ASMC to enhance transparency of its operation and performance to its shareholders, ASMC has voluntarily announce its financial results on a quarterly basis, and accordingly published the 2018 Third Quarter Results Announcement. ASMC would like to draw the attention of the ASMC Shareholders and potential investors that the 2018 Third Quarter Results Announcement does not meet the standard required by Rule 10 of the Takeovers Code. ASMC Shareholders and potential investors should exercise caution in placing reliance on such forecast and unaudited profit figures when assessing the merits and demerits of the Proposal contemplated under the Offer Announcement and when dealing in the securities of ASMC.

As the 2018 Third Quarter Results Announcement has been published, pursuant to Rule 10.4 of the Takeovers Code and Practice Note 2 of the Takeovers Code, the report from ASMC’s financial advisers and auditors or accountants on the 2018 Third Quarter Results Announcement are required to be included in the next document to be sent to ASMC Shareholders. As it is expected that ASMC will despatch the Composite Document in the manner as described in the Offer

Announcement, the 2018 Third Quarter Results Announcement shall be reported on in accordance with Rule 10 of the Takeovers Code and the relevant reports will be included in the Composite Document to be sent to ASMC Shareholders.

Save for the clarification stated in this announcement, all information in the 2018 Third Quarter Results Announcement remains unchanged.

**WARNING:**

**SHAREHOLDERS AND/OR POTENTIAL INVESTORS OF ASMC SHOULD NOTE THAT THE 2018 THIRD QUARTER RESULTS ANNOUNCEMENT DOES NOT MEET THE STANDARD REQUIRED BY RULE 10 OF THE TAKEOVERS CODE AND HAS NOT BEEN REPORTED ON IN ACCORDANCE WITH THE TAKEOVERS CODE, AND THUS ARE ADVISED TO EXERCISE CAUTION IN PLACING RELIANCE ON THE 2018 THIRD QUARTER RESULTS ANNOUNCEMENT WHEN ASSESSING THE MERITS AND DEMERITS OF THE PROPOSAL CONTEMPLATED UNDER THE OFFER ANNOUNCEMENT AND WHEN DEALING IN SECURITIES OF ASMC. PERSONS WHO ARE IN DOUBT AS TO THE ACTION THEY SHOULD TAKE SHOULD CONSULT THEIR LICENSED SECURITIES DEALERS OR REGISTERED INSTITUTIONS IN SECURITIES, BANK MANAGERS, SOLICITORS, PROFESSIONAL ACCOUNTANTS OR OTHER PROFESSIONAL ADVISERS.**

By order of the Board  
**Advanced Semiconductor Manufacturing Corporation  
Limited**  
**HONG Feng**  
*Executive Director & Chief Executive Officer*

Shanghai, the PRC, 7 November 2018

*As at the date of this announcement, the executive director of the Company is Hong Feng, the non-executive directors of the Company are Dong Haoran, David Damian French, Kang Hui, Xu Ding, Yuan Yipei and Lu Ning; and the independent non-executive directors of the Company are Chen Enhua, Jiang Shoulei, Jiang Qingtang and Pu Hanhu.*

*The ASMC Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.*