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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 THE INDEPENDENT ASMC H SHAREHOLDERS CLASS MEETING

NOTICE IS HEREBY GIVEN that a class meeting of the Independent H Shareholders (the “**Independent ASMC H Shareholders Class Meeting**”) of Advanced Semiconductor Manufacturing Corporation Limited (the “**Company**”) will be held at Advanced Semiconductor Manufacturing Corporation Limited, No. 385 Hong Cao Road, Shanghai, the PRC on Friday, 11 January 2019 at 10:00 a.m. to consider and, if appropriate, pass the following resolution by way of poll by at least 75% of the votes attaching to the H shares of the Company and held by the independent shareholders of the Company that are cast either in person or by proxy at the meeting, and with the number of votes cast against the resolution at the meeting amounting to not more than 10% of all the H shares of the Company held by the independent shareholders of the Company:

SPECIAL RESOLUTION

1. THAT

- (a) the merger agreement entered into between the Company and GTA Semiconductor Co., Ltd. (“**GTA**”) dated 30 October 2018 (“**Merger Agreement**”), the execution of the Merger Agreement by or for and on behalf of the Company, and the merger and the other transactions conducted or to be conducted as contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (b) any director of the Company be and is hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the merger by absorption of the Company by GTA and all other transactions contemplated by the Merger Agreement.

On behalf of the board of directors of
Advanced Semiconductor Manufacturing Corporation Limited
上海先進半導體製造股份有限公司
Hong Feng
Executive Director

Hong Kong, 27 November 2018

Notes:

(1) Closure of register of members and eligibility for attending the Independent ASMC H Shareholders Class Meeting

Independent shareholders for the purpose of the Independent ASMC H Shareholders Class Meeting mean shareholders other than GTA Semiconductor Co., Ltd. and parties acting in concert with it.

To determine the list of shareholders who have the right to attend the Independent ASMC H Shareholders Class Meeting, the register of members will be closed from Wednesday, 12 December 2018 to Friday, 11 January 2019 (both days inclusive) during which period, no transfer of shares will be effected. H Shareholders whose names appear on the register of members of the Company on Friday, 11 January 2019 are entitled to attend the Independent ASMC H Shareholders Class Meeting. Holders of the H Shares who wish to attend the Independent ASMC H Shareholders Class Meeting 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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Tuesday, 11 December 2018.

(2) Proxy

Any shareholder who is entitled to attend and vote at the Independent ASMC H Shareholders Class Meeting 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 person or by post not less than 24 hours before the time fixed for holding the Independent ASMC H Shareholders Class Meeting. The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

(3) Reply slip

If you intend to attend the Independent ASMC H Shareholders Class Meeting in person or by proxy, you are required to complete and return the reply slip to Computershare Hong Kong Investor Services Limited or to the Company's Board Secretariat on or before Saturday, 22 December 2018.

(4) Vote on resolution by way of poll

The resolution of the Independent ASMC H Shareholders Class Meeting held on Friday, 11 January 2019 will demand the vote to be carried out by way of poll. Please refer to the section headed "Appendix IV - 6. Procedures for Demanding a Poll by Shareholders" of the composite document despatched by the Company on Tuesday, 27 November 2018.

(5) Other businesses

The Independent ASMC H Shareholders Class Meeting is expected to last for half a day. Shareholders (in person or by proxy) attending the Independent ASMC H Shareholders Class Meeting are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the Independent ASMC H Shareholders Class Meeting 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.

As at the date of this notice, the board of directors of the Company comprises Dr. Hong Feng as executive director, Mr. Dong Haoran, Mr. David Damian French, Mr. Kang Hui, Mr. Xu Ding, Mr. Yuan Yipei and Mr. Lu Ning as non-executive directors, and Dr. Chen Enhua, Mr. Jiang Shoulei, Dr. Jiang Qingtang and Mr. Pu Hanhu as independent non-executive directors.